

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**NOTICE OF FIRST APPLICATION OF SUGAR FELSENTAL GRAIS &
HELSENGER LLP FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees and expenses incurred for the period from June 25, 2020 through October 31, 2020, as listed below:

Professional (name and address):	Sugar Felsenthal Grais & Helsinger LLP 30 N. LaSalle Street, Suite 3000 Chicago, IL 60602
Fees requested:	\$258,150.00
Expenses requested:	\$35.00
Fees previously allowed by Court:	N/A

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

¹ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

ANY OBJECTION MUST BE TIMELY FILED WITH:

United State Bankruptcy Court
One Division North
Grand Rapids, Michigan 49503

A COPY OF ANY OBJECTION MUST ALSO BE SENT TO:

Jaffe Raitt Heuer & Weiss, P.C.
Attn: Paul R. Hage
27777 Franklin, Suite 2500
Southfield, Michigan 48034
phage@jaffelaw.com

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
Phone: (248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
Phone: (312) 704-9400
mbrandess@sfigh.com

*Counsel to the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: December 2, 2020.

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,²
Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd
Jointly Administered

**FIRST APPLICATION OF SUGAR FELSENTHAL GRAIS & HELSINGER LLP
FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Sugar Felsenthal Grais & Helsinger LLP (“SFGH”), counsel to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, submits this first application (the “Fee Application”) for compensation for services rendered and reimbursement of expenses incurred as counsel to the Committee from June 25, 2020 through October 31, 2020 (the “Application Period”), pursuant to section 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 113] (the “Compensation Order”).³ In support of this Fee Application, SFGH states:

² The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

³ The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section ____.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule ____” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule ____.”

Jurisdiction & Venue

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

Background

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving SFGH’s employment as counsel for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 230] (the “Employment Order”).

5. The Court entered the Compensation Order on June 30, 2020. The Compensation Order authorizes professionals retained in these cases, including SFGH, to file with the Court and serve monthly statements of fees and expenses on parties identified in the Compensation Order. If no timely objections were filed, the Debtors were authorized to pay each professional 80% of the fees and 100% of the expenses requested in each monthly statement.

Request for Compensation

6. In connection with professional services rendered to the Committee in these cases during the Application Period, SFGH seeks allowance of an administrative expense pursuant to section 503(b)(2) in the amount of \$258,185.00, which consists of compensation in the amount of

\$258,150.00 and reimbursement of expenses incurred in the amount of \$35.00. Additionally, to the extent not previously paid under the Compensation Order, SFGH seeks prompt payment of such administrative expense.

7. As provided by the Compensation Order, SFGH served monthly statements for interim compensation and expense reimbursement for the months of June 2020, July 2020, August 2020, September 2020 and October 2020 (each, a “Monthly Statement” and collectively, the “Monthly Statements”) during the Application Period. The amounts sought under each Monthly Statement are summarized as follows:

Monthly Period	Fees	Expenses	Total Fees & Expenses	Fees & Expenses Paid Per Compensation Order	Outstanding Balance
June 2020	\$32,750.00	\$35.00	\$32,785.00	\$26,235.00	\$6,550.00
July 2020	\$85,500.00	\$0.00	\$85,500.00	\$68,400.00	\$17,100.00
August 2020	\$41,950.00	\$0.00	\$41,950.00	\$33,560.00	\$8,390.00
September 2020	\$73,350.00	\$0.00	\$73,350.00	\$58,680.00	\$14,670.00
October 2020	\$24,600.00	\$0.00	\$24,600.00	\$19,680.00	\$4,920.00
Total:	\$258,150.00	\$35.00	\$258,185.00	\$206,555.00	\$51,630.00

The fees and expenses for October 2020 (\$19,680.00) that are payable under the Compensation Order have not yet been paid, but SFGH understands that such amounts will be paid in the coming days.

8. Attached to this Application as **Exhibits A-E**, in the form of the Monthly Statements, are detailed statements of fees and expenses incurred during the Application Period. The time described in the Monthly Statements attached to this Application represents the actual amount of time spent or, in certain instances, less than the actual amount of time spent by SFGH attorneys and paralegals who rendered the services described. Certain time reflected in the Monthly Statements has been either reduced or “no-charged” by SFGH to reduce the burden on the estates related to multiparty conferences or to other services deemed in hindsight to warrant adjustment.

9. No objections to the Monthly Statements were filed, and under the Compensation Order, SFGH was entitled to, and received, payment of \$206,555.00 from the Debtors for fees and expenses incurred during the Application Period.

10. SFGH's hourly rates of compensation for attorneys and paraprofessionals during the Application Period ranged from \$250.00 to \$685.00, subject to an hourly blended rate cap of \$500 per hour as approved under the terms of the Employment Order. These rates are comparable to, or lower than, rates charged by other practitioners having the same level of experience, expertise, and standing for similar services. SFGH consistently and consciously made every reasonable effort to represent the Committee in the most economical, efficient, and practical manner possible.

11. SFGH professionals expended significant effort during the Application Period to ensure the successful administration of these chapter 11 cases. On behalf of the Committee, SFGH undertook an investigation of the Debtors' business operations, addressed various issues related to the paycheck protection program loan obtained by the Debtors, investigated certain claims and causes of action belonging to the Debtors' estate, helped to ensure a fair and fulsome sale process aimed at maximizing the value of the Debtors' assets for the benefit of creditors, negotiated a resolution of certain objections to the sale of the Debtors' assets to their pre-petition lenders, and addressed various other issues consistent with their duties as counsel for the Committee. Accordingly, the time spent and expenses incurred during the Application Period were necessary and appropriate under the circumstances.

12. The services rendered by SFGH during the Application Period are grouped into various categories, and the attorneys and paraprofessionals who rendered those services are identified—along with the number of hours spent by each individual and the total compensation

sought for each category—in the attachments to this Fee Application. Brief descriptions of the services rendered by SFGH during the Application Period, by category, follow:

A. Case Administration

SFGH spent 97 hours related to the administration of the chapter 11 cases during the Application Period. This category includes communicating with other estate professionals regarding the status of the chapter 11 cases and strategy, evaluating and investigating the Debtors' operations and requesting related information, reviewing and addressing first day and other motions filed in the bankruptcy cases, analyzing insider and affiliate bankruptcy filings and related claims/strategy, evaluating conversion/liquidating plan alternatives, and evaluating various options for generating a distribution to general unsecured creditors.

B. Schedules & Reports

SFGH spent 4.5 hours during the Application Period reviewing the Debtors' schedules of assets and liabilities.

C. SFGH Employment & Fee Applications

SFGH spent 16.4 hours during the Application Period related to preparing, reviewing and transmitting SFGH's Monthly Fee Statements.

D. Other Professionals Employment & Fee Applications

SFGH spent 25.5 hours during the Application Period related to reviewing and addressing employment and fee applications filed by other estate professionals engaged in the chapter 11 cases.

E. Executory Contracts & Unexpired Leases

SFGH spent 1 hour during the Application Period addressing issues related to the assumption, rejection and/or assignment of executory contracts and unexpired leases in the chapter 11 cases.

F. Claims Analysis & Objections

SFGH spent .8 hours during the Application Period reviewing claims filed in these chapter 11 cases.

G. Committee Meetings & Governance

SFGH spent 51.5 hours participating in meetings and communications with the Committee, as well as addressing specific governance matters for the Committee, during the Application Period. This category includes regular (usually weekly) conference calls with the Committee members and professionals to discuss the status of the chapter 11 cases and strategy.

H. Litigation

SFGH spent 37.6 hours related to litigation, contested matters, and similar proceedings during the Application Period. This category includes time spent during analyzing and litigating issues related to the treatment of the paycheck protection program loan obtained by the Debtors, investigating insider claims and causes of action, and analyzing directors and officers insurance coverage.

I. Asset Sales

SFGH spent 185.4 hours analyzing the Debtors' proposed sale strategy in these cases, reviewing, revising and objecting to the Debtors' proposed sale procedures, consulting with the Debtors and their professionals regarding the status of the Debtors' marketing and sale efforts, preparing an objection to the sale of substantially all of the Debtors' assets to their prepetition lenders pursuant to a credit bid, participating in mediation with the Honorable John T. Gregg to resolve such objections, documenting the resolution of such objections, and facilitating the closing of the sale transaction.

J. Investigation of Operations and Assets

SFGH spent 86.5 hours investigating the operations and assets of the Debtors. This included time spend analyzing, addressing and litigating issues with respect to the Debtors' paycheck protection loan and the treatment of the proceeds thereof, requesting and analyzing information regarding the Debtors' cash flow, and analyzing administrative solvency of the chapter 11 cases.

K. Budget & Financial Issues

SFGH spent 10.1 hours reviewing and analyzing the Debtors' budgeting and cash flow projections and analyzing purchaser's proposed exit financing.

13. SFGH submits that the compensation sought under this Fee Application represents a fair and reasonable amount for the services rendered during the Application Period, given the criteria set forth in section 330 for evaluating applications for compensation, namely:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

14. The only actual and necessary expenses incurred by SFGH for which it seeks reimbursement is the \$35.00 fee paid on or about June 30, 2020 related to the admission of Elizabeth Vandesteeg to the United States District Court for the Western District of Michigan. All expenses billed to the estates were billed in the same manner SFGH bills its non-bankruptcy

clients. SFGH does not bill its clients or seek compensation in this Fee Application for certain overhead expenses, such as local and long-distance telephone calls, secretarial services, electronic legal research, and facsimile transmissions. Such expenses are factored into SFGH's hourly rates.

15. This Fee Application is SFGH's first request for allowance of fees and expenses as an administrative expense for services performed as counsel to the Committee. Under this Fee Application, SFGH seeks an order (a) allowing and approving compensation to SFGH of \$258,185.00 for professional services rendered, and reimbursement of \$35.00 for actual and necessary expenses incurred by SFGH during the Application Period; and (b) authorizing payment to SFGH for amounts approved under the Fee Application to the extent not already paid by the Debtors under the Compensation Order.

16. The Committee professionals did not receive a retainer in these chapter 11 cases. To date, SFGH has been paid a total of \$206,555.00 by the Debtors for its postpetition fees and expenses incurred in these chapter 11 cases during the Application Period pursuant to the Compensation Order. Such amount has not been shared, and no agreement or understanding exists between SFGH and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these chapter 11 cases. Presuming this Fee Application is approved in its entirety, the outstanding amount owed to SFGH for unpaid fees and expenses during the Application Period will be \$51,630.00.

17. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, SFGH will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, SFGH will provide

notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150 California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. SFGH submits that, in light of the nature of the relief requested, no other or further notice need be provided.

WHEREFORE, SFGH respectfully requests that this Court enter an order substantially in the form attached as **Exhibit F** to this Fee Application:

- (a) Allowing and approving an administrative expense in the amount of \$258,185.00, consisting of \$258,150.00 for professional services rendered and \$35.00 for actual and necessary expenses incurred by SFGH during the Application Period as the Committee's counsel;
- (b) Authorizing payment to SFGH of \$51,630.00; reflecting the amounts approved under this Fee Application that were not previously paid pursuant to the Compensation Order; and
- (c) Providing SFGH with any additional relief as may be appropriate under the circumstances.

Respectfully submitted by,

Dated: December 2, 2020

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfgh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC*

Exhibit A
(June Monthly Fee Statement)

SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

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06/30/2020
Account No: 10836-001
Statement No: 262070

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

			Hours	
06/24/2020	MAB	Telephone call with John Lucas regarding case status (0.4); multiple telephone conferences and e-mail correspondence with professional working group regarding same (0.5).	0.90	517.50
	EBV	Internal strategy communications with M. Brandess regarding next steps (0.5)	0.50	327.50
06/25/2020	EBV	Internal communications re SFGH working group re staffing, strategy, assignments, and preliminary steps (3.6); various communications with local counsel re next steps and division of labor (1.2); review pending first day motions and comment on draft proposed orders for matters set for hearing on June 29th (2.3); conference call with debtors' counsel; review and revise draft Committee bylaws(0.9).	8.00	5,240.00
	MSM	Initial team planning telephone conference calls (0.7; 0.5-N/C) and related internal correspondence (0.4).	0.40	274.00
	JPF	Video conference with internal team regarding assignment checklist (0.5 - N/C)	0.50	N/C
	MAB	Telephone conference with local counsel regarding case status and upcoming status hearing (0.6); telephone conference and multiple e-mail correspondence with John Lucas regarding same (1.2); review and revise draft orders regarding multiple motions set for hearing on June 29, 2020 (0.8); telephone conference with professional working group regarding multiple strategy memoranda, retention applications, and additional work product (0.7); telephone conference with Debtors' professionals regarding financial information (0.5); review Debtors' proposed budget (0.3).	4.10	2,357.50
	JRO	Strategy conference with internal working group regarding initial engagement issues, tasks to be addressed, and allocation of responsibility for same (0.5-N/C); review and summarize filings set for hearing on 06/29 (2.1).	2.10	1,123.50
06/26/2020	JRO	Strategy conference with internal working group regarding task list and outstanding allocation of responsibilities (0.6-N/C); continue reviewing initial filings and outstanding issues to be addressed by Committee under same		

06/30/2020

Official Committee of Unsecured Creditors

Account No:

10836-001

Statement No:

262070

General Case Administration

		(0.5).	Hours 0.50	267.50
06/28/2020	EBV	Telephone conference with John Lucas regarding various issues (PPP, upcoming hearing, committee FA) (0.5)	0.50	327.50
06/29/2020	MAB	Telephone conference with professional working group regarding debtors' operations and status hearing (1.2); multiple e-mail correspondence and telephone conferences with John Lucas regarding information requests and case status (0.7); multiple strategy telephone conferences and e-mail correspondence with professional working group regarding same (0.8).	2.70	1,552.50
	MAB	Telephone conference with Michael Maggio regarding case status (0.4 - N/C).	0.50	N/C
	EBV	Prepare for (0.6) and participate (0.7) status hearing; prepare for (0.3) an participate in (0.4) call with UST; develop list of topics to discuss with debtors' counsel (0.7).	2.70	1,768.50
06/30/2020	MAB	Telephone conference with John Lucas and Elizabeth Vandesteeg regarding numerous open issues (0.6); telephone conference with Sheldon Stone regarding initial financial projections and go-forward approach (0.4); e-mail correspondence with Sharon Murphy regarding open locations (0.2); Strategy conference with Elizabeth Vandesteeg regarding sale process, retention motions, and case status (0.2)	1.40	805.00
	EBV	Attention to various case administration tasks and issues (0.8); internal strategy conference with Michael Brandess regarding various issues to discuss with debtors' counsel (0.2); strategy conference with John Lucas regarding various Barfly issues (Mastodon retention, PPP funds, committee professional retainers, sale procedures, APA) (0.6).	1.60	1,048.00
		For Current Services Rendered	25.40	15,609.00
		Total Non-billable Hours	1.00	

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.40	\$685.00	\$274.00
Elizabeth B. Vandesteeg	13.30	655.00	8,711.50
Michael A. Brandess	9.10	575.00	5,232.50
John R. O'Connor	2.60	535.00	1,391.00

30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

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06/30/2020
Account No: 10836-002
Statement No: 262071

Attn: Sharon Murphy, Director of Credit

Expense

Expenses

06/30/2020	District Court for the Western District of Michigan - Pro Hac Vice admission fee for Elizabeth Vandesteeg	35.00
	Total Expenses	35.00
	Total Current Work	35.00
	Balance Due	<u>\$35.00</u>

MAB/MSM/EBV/JPF/JRO

FOR YOUR CONVENIENCE, PLEASE PAY THIS INVOICE ONLINE THROUGH
"PAY MY BILL" LINK AT WWW.SFGH.COM
AS A COURTESY, WE WILL CREDIT BACK ANY CREDIT CARD
PROCESSING FEE YOU INCUR, ON YOUR NEXT INVOICE

SUGAR FELSENTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

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06/30/2020
Account No: 10836-004
Statement No: 262072

Attn: Sharon Murphy, Director of Credit

Investigation of Operations & Assets

Fees

			Hours	
06/26/2020	JRO	Draft correspondence to debtors regarding informal information requests for collateral analysis (0.6); email correspondence with Etahn Cohen regarding same (0.2).	0.80	428.00
	MSM	Multiple internal team email correspondence regarding initial research and case issues (0.5); conference call with internal team regarding strategy (0.6); initiate research and analysis of PPP fund issues (1.9).	3.00	2,055.00
	JTW	Research PPP related issues (0.4)	0.40	232.00
	MAB	Telephone conference with professional working group regarding case status (0.4); e-mail correspondence with debtors' counsel regarding proposed wage order (0.3).	0.70	402.50
	EBV	SFGH strategy conference regarding PPP funds, research regarding same and regarding collateral analysis (0.6)	0.60	393.00
06/27/2020	EBV	Review and analyze FSB reservation of rights of rights regarding PPP funds (0.4)	0.40	262.00
	MAB	Review response filed by First Commercial Bank (0.3); e-mail correspondence with professional working group regarding same (0.3-N/C).	0.30	172.50
06/28/2020	EBV	Continued analysis regarding PPP funds; strategy conference with Michael Brandess regarding the same (0.4)	0.40	262.00
	MSM	Research and analysis of issues related to GUC distribution and PPP funds (2.2); multiple e-mail correspondence with Jeremy Waitzman regarding same (0.5 - N/C)	2.20	1,507.00
	JTW	Correspondence with M. Melickian regarding PPP Loan terms and documentation (0.5)	0.50	290.00
06/29/2020	EBV	Attention to and analysis regarding PPP loan proceeds treatment in bankruptcy (0.9); strategy conference with committee counsel team regarding same (1.2)	1.20	786.00

Official Committee of Unsecured Creditors

Account No: 10836-004
Statement No: 262072

Investigation of Operations & Assets

		Hours	
06/30/2020	MSM Further research and analysis of PPP issues (2.3); video conference with Jaffe Raitt team to discuss case status and strategy (1.2).	3.50	2,397.50
	JTW Research on intersection of PPP Loans and Bankruptcy (1.0)	1.00	580.00
	JRO Strategy conference with professional working group regarding collateral analysis (0.4)	0.40	214.00
	MSM Videoconference call with Eric Novetsky and Jeremy Waitzman regarding PPP matters (1.0); prepare notes and analysis from call with Eric Novetsky (0.5).	1.50	1,027.50
	JTW Conference call with Eric Novetsky (Jaffe) and M. Melickian regarding position on and use of PPP Loan proceeds (1.0)	1.00	580.00
For Current Services Rendered		17.90	11,589.00

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	10.20	\$685.00	\$6,987.00
Elizabeth B. Vandesteeg	2.60	655.00	1,703.00
Jeremy T. Waitzman	2.90	580.00	1,682.00
Michael A. Brandess	1.00	575.00	575.00
John R. O'Connor	1.20	535.00	642.00

MAB/MSM/EBV/JPF/JRO

FOR YOUR CONVENIENCE, PLEASE PAY THIS INVOICE ONLINE THROUGH
 "PAY MY BILL" LINK AT WWW.SFGH.COM
 AS A COURTESY, WE WILL CREDIT BACK ANY CREDIT CARD
 PROCESSING FEE YOU INCUR, ON YOUR NEXT INVOICE

30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

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06/30/2020
Account No: 10836-005
Statement No: 262073

Attn: Sharon Murphy, Director of Credit
Employment & Fee Applications - SFGH

Fees

			Hours	
06/30/2020	JRO	Email correspondence with internal working group regarding updating conflicts search (0.3).	0.30	160.50
		For Current Services Rendered	0.30	160.50
Recapitulation				
	Timekeeper		Hours	Rate
	John R. O'Connor		0.30	\$535.00
				Total
				\$160.50

MAB/MSM/EBV/JPF/JRO

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Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

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06/30/2020
Account No: 10836-006
Statement No: 262074

Attn: Sharon Murphy, Director of Credit

Employment & Fee Application - other professionals

Fees

			Hours	
06/25/2020	MAB	Multiple e-mail correspondence and telephone conferences with prospective financial advisors (0.9).	0.90	517.50
06/26/2020	MAB	Multiple e-mail correspondence with prospective financial advisors (0.6); telephone conference with Sheldon Stone regarding same (0.3); review issue list regarding Mastodon retention and provide comments to same (0.5).	1.40	805.00
	EBV	Attention to ongoing analysis regarding Mastodon retention terms (0.4); research regarding I-banker market standards (0.4).	0.80	524.00
06/27/2020	MAB	Multiple e-mail correspondence with committee regarding financial advisory firms (0.4).	0.40	230.00
	EBV	Communications with committee regarding financial advisor (0.4)	0.40	262.00
06/29/2020	MAB	Multiple e-mail correspondence with professional working group regarding Mastodon retention issues (0.3).	0.30	172.50
	EBV	Communications with Amherst regarding concerns regarding terms of Mastodon retention (0.2)	0.20	131.00
06/30/2020	EBV	Communications with Amherst regarding retention questions (0.2)	0.20	131.00
		For Current Services Rendered	4.60	2,773.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	1.60	\$655.00	\$1,048.00
Michael A. Brandess	3.00	575.00	1,725.00

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06/30/2020
Account No: 10836-009
Statement No: 262075

Attn: Sharon Murphy, Director of Credit

Budget & Financial Issues

Fees

			Hours	
06/25/2020	EBV	Conference call with debtors Counsel and Rock Creek (0.3); review debtor's 13 week cash flow projections (0.8)	1.10	720.50
		For Current Services Rendered	1.10	720.50
Recapitulation				
Timekeeper		Hours	Rate	Total
Elizabeth B. Vandesteeg		1.10	\$655.00	\$720.50

MAB/MSM/EBV/JPF/JRO

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06/30/2020
Account No: 10836-011
Statement No: 262072

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours	
06/24/2020	MAB	Telephone conference with creditors' committee regarding case status and next steps (0.8).	0.80	460.00
	EBV	Prelim committee call (0.8); introductory call with debtors' counsel and M. Brandess (0.4)	1.20	786.00
06/25/2020	EBV	Prepare for and participate in strategy conference with committee (0.8)	0.80	524.00
	MAB	Telephone conference and multiple e-mail correspondence with committee regarding case status and next steps, including retention of financial advisor (1.3); review and revise committee bylaws (0.7).	2.00	1,150.00
	JRO	Draft committee bylaws (2.1); email correspondence to internal working group regarding same (0.1); revise and update committee manual (1.1).	3.30	1,765.50
06/26/2020	MAB	Telephone conference with committee regarding financial advisors and case status (1.0); multiple e-mail correspondence with committee regarding same (0.6); telephone conference with committee member regarding bylaws (0.3); revise bylaws and e-mail correspondence with committee regarding same (0.5).	2.40	1,380.00
	JRO	Work on contact list (0.6); revise committee manual (0.7).	1.30	695.50
	EBV	Prepare for (0.3) and participate in (1.0) committee call.	1.30	851.50
06/29/2020	MAB	Prepare agenda and materials for committee call (0.6); telephone conference with committee regarding case status, including sale efforts and PPP funds (0.9).	1.50	862.50
	EBV	Develop agenda for (0.2) and participate in (0.7) committee call.	0.90	589.50
		For Current Services Rendered	15.50	9,064.50

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	4.20	\$655.00	\$2,751.00
Michael A. Brandess	6.70	575.00	3,852.50
John R. O'Connor	4.60	535.00	2,461.00

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06/30/2020
Account No: 10836-012
Statement No: 262077

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

			Hours	
06/26/2020	JRO	Telephone call to counsel for prospective asset purchaser (0.1); email correspondence with internal working group regarding same (0.1).	0.20	107.00
	MAB	E-mail correspondence with Jason Torf and Michael Small regarding potential sale opportunity (0.2); e-mail correspondence with Jack O'Connor regarding same (0.1).	0.30	172.50
06/29/2020	JRO	Email correspondence with internal working group regarding potential asset purchaser (0.2).	0.20	107.00
		For Current Services Rendered	0.70	386.50

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	0.30	\$575.00	\$172.50
John R. O'Connor	0.40	535.00	214.00

MAB/MSM/EBV/JPF/JRO

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Exhibit B
(July Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Debtors.

Chapter 11

Case No. 20-01947-jwb

(Jointly Administered)

**MONTHLY FEE STATEMENT OF SUGAR FELSENTAL GRAIS & HELSINGER LLP
FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF EXPENSES
AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR JULY 2020**

Name of Applicant:	Sugar Felsenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	July 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$85,500.00 ² 80% = \$68,400.00 20% = \$17,100.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$68,400.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfgh.com
evandesteeg@sfgh.com

Counsel for the Committee

Dated: August 14, 2020.

SUGAR FELSENTAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Official Committee of Unsecured Creditors
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 Palatine IL 60055

Page: 1
 07/31/2020
 Account No: 10836-001
 Statement No: 262514

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

			Hours	
07/01/2020	MAB	E-mail correspondence with John Lucas regarding retention applications, and sale procedures (0.3); strategy conference with Elizabeth Vandesteeg regarding case status (0.2).	0.50	287.50
	EBV	Strategy conference with Michael Brandess regarding additional requests from debtors counsel (0.2); ongoing internal case administration issues (staffing, conflicts, etc.) (0.3).	0.50	327.50
07/02/2020	EBV	Strategy conference and email correspondence with Michael Brandess and James Morden of Amherst Partners regarding Mastodon and debtor information (1.1).	1.60	1,048.00
	MAB	Email correspondence with John Lucas regarding Mastodon meeting (0.2); telephone conference with Jason Torf regarding case status (0.3); telephone conference with James Morden regarding Mastodon (0.3); strategy conference with Committee professional working group regarding case status (1.1).	1.90	1,092.50
	MSM	Draft email to Amherst regarding liquidation analysis options and parameters (0.5).	0.50	342.50
07/03/2020	MAB	Review Mastodon's draft waterfall (0.6)	0.60	345.00
07/06/2020	EBV	Strategy conferences with Michael Brandess regarding to-do/task list and assignments (0.4).	0.40	262.00
	MSM	Work on analysis and development of Committee recovery strategies (3.6).	3.60	2,466.00
	JRO	Strategy conference with internal working group regarding status of outstanding tasks and allocation of responsibility for same (0.2).	0.20	107.00
	MAB	Multiple strategy conferences with Elizabeth Vandesteeg regarding case status (0.4).	0.40	230.00
07/07/2020	MSM	Telephone call with Michael Brandess regarding case matters and strategy (0.6); work on analysis and development of Committee recovery strategies, including analysis of PPP fund details and evolving amendments (3.7).	4.30	2,945.50

Official Committee of Unsecured Creditors

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Account No: 10836-001
Statement No: 262514

General Case Administration

			Hours	
	MAB	Multiple telephone conferences with professional working group regarding potential plan, sale status, and next steps (0.6).	0.60	345.00
07/08/2020	MSM	Work on analysis and development of Committee recovery strategies (3.2); multiple email correspondence with Committee professional working group regarding same (0.7).	3.90	2,671.50
07/09/2020	NB	Review and compile notice scheduling 341 meeting and docket date regarding same (0.2); review and compile order granting motion to shorten objection period (0.1), compile pertinent information for virtual attendance at hearing on bidding and sale procedures motion and transmit to internal working group (0.2), docket hearing and objection dates for same (0.2).	0.70	175.00
	MSM	Continue research, analysis, and drafting of memorandum on Committee recovery strategies (5.8).	5.80	3,973.00
07/10/2020	MAB	Email correspondence and telephone conference with John Lucas regarding Mastodon retention, sale process, and general case status (0.5).	0.50	287.50
	EBV	Review and revise draft correspondence to debtors' counsel regarding open items (0.2).	0.20	131.00
07/12/2020	MAB	Multiple email correspondence with John Lucas regarding professionals' call (0.2).	0.20	115.00
07/14/2020	MAB	Telephone conference with James Morden regarding financial information, sale, and committee inquiry (0.3).	0.30	172.50
07/16/2020	EBV	Communications among committee professionals regarding bar date and overall case status (0.7).	0.70	458.50
07/17/2020	MAB	Participate in 341 creditors' meeting (0.9); email correspondence with professional working group regarding same (0.2); review lift stay motion and email correspondence with Sheldon Stone and James Morden regarding same (0.3); email correspondence with John Lucas regarding same and strategy conference with Committee professional working group regarding case status (0.5).	1.90	1,092.50
	EBV	Call with Michael Brandess and Paul Hage regarding overall strategy call (0.5-N/C).	0.50	N/C
	MSM	Telephone call with professional working group regarding Barfly strategy (0.3); work on creditor distribution analysis and strategy (1.1).	1.40	959.00
07/19/2020	MSM	Work on development of creditor distribution options (4.5); telephone call with Michael Brandess regarding creditor distribution options and strategy (0.4).	4.90	3,356.50
	MAB	Telephone call with Mark Melickian regarding creditor distribution strategy (0.4 - N/C)	0.40	230.00
07/20/2020	MSM	Further work on creditor distribution options and analysis (2.3).	2.30	1,575.50
	EBV	Email correspondence and telephone conference with John Lucas, debtors'		

Official Committee of Unsecured Creditors

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Account No:

10836-001

Statement No:

262514

General Case Administration

			Hours	
		counsel regarding various issues (PPP funds, professional fees, potential settlement strategy, etc.) (0.2); strategy conference with professional working group regarding same (0.4).	0.60	393.00
07/21/2020	MSM	Telephone call with Michael Brandess regarding committee strategy issues (0.2).	0.20	137.00
	MAB	Strategy conference with Mark Melickian regarding case status (0.2).	0.20	115.00
	EBV	Strategy conference with professional working group regarding potential bankruptcy exit options (0.3)	0.30	196.50
07/22/2020	EBV	Review and analyze notes from 341 meeting (0.2)	0.20	131.00
07/28/2020	NB	Review and compile for attorney review notices of hearing with regard to First Savings Bank's objection to appointment of committee professionals and objection to application for professional fees and docket hearing date regarding same (0.3).	0.30	75.00
07/29/2020	MAB	Telephone conference with John Lucas regarding PPP issue and sale (0.5); e-mail correspondence with committee professional working group regarding same (0.2).	0.70	402.50
	EBV	Various communications with Committee professionals regarding debtors' ongoing discussions and negotiations with secured and PPP lenders (0.4).	0.40	262.00
07/31/2020	MAB	Telephone conference with John Lucas regarding sale, PPP issue, and case status (0.3); strategy conference with professional working group regarding same (0.3).	0.60	345.00
		For Current Services Rendered	41.80	27,053.00
		Total Non-billable Hours	0.50	

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	26.90	\$685.00	\$18,426.50
Elizabeth B. Vandesteeg	4.90	655.00	3,209.50
Michael A. Brandess	8.80	575.00	5,060.00
John R. O'Connor	0.20	535.00	107.00
Nancy Bailey	1.00	250.00	250.00

Total Current Work

27,053.00

SUGAR FELSETHAL GRAIS & HELSINGER LLP

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Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
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Page: 1
 07/31/2020
 10836-003
 262515

Attn: Sharon Murphy, Director of Credit

Schedules & Reports

Fees

			Hours	
07/10/2020	KHF	Review schedules and prepare report of all assets and liabilities and committee member claims in the schedules filed (2.4)	2.40	
	MAB	Email correspondence and telephone conference with Kyle Fleck regarding schedules (0.2); review and revise summary of same (0.9); email correspondence with committee regarding same (0.4); email correspondence with James Morden and Sheldon Stone regarding analysis of same (0.3).	1.80	
07/13/2020	MAB	E-mail correspondence with Sheldon Stone regarding schedules (0.3).	0.30	
		For Current Services Rendered	4.50	1,675.50
		Total Current Work		1,675.50

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 07/31/2020
 Account No: 10836-004
 Statement No: 262516

Attn: Sharon Murphy, Director of Credit

Investigation of Operations & Assets

Fees

			Hours	
07/01/2020	EMC	Review loan agreement, loan agreement schedules and UCC filings (0.4); discuss situation with respect to liens on collateral with Jack O'Connor (0.7).	1.10	715.00
	JRO	Email correspondence (0.1) and strategy conference (0.7) with Etahn Cohen regarding collateral analysis; email correspondence from Etahn Cohen following same relating to potential lien issues (0.1).	0.80	428.00
07/02/2020	MAB	Multiple strategy telephone conferences and e-mail correspondence with Mark Melickian regarding PPP funds (0.5); email correspondence with Sheldon Stone regarding request for store-by-store profitability analysis (0.3); Research, analysis, and internal team communications regarding PPP fund issues (1.6).	2.40	1,380.00
	JRO	Revise document request letter to debtors' counsel (0.3); email correspondence to internal working group regarding same (0.1); research perfection issues relating to liquor and hospitality licenses (0.6).	1.00	535.00
	EBV	Ongoing analysis and strategy regarding PPP funds and liquidation analysis (0.5).	0.50	327.50
07/07/2020	JTW	Research and analyze priority issues for PPP Loans under CARES Act and regulations (2.2)	2.20	1,276.00
07/08/2020	EBV	Ongoing PPP analysis regarding use and potential forgiveness of funds (0.8).	0.80	524.00
	JRO	Research lien perfection issues for licensing (0.7).	0.70	374.50
	JRO	Email correspondence with internal working group regarding updating conflicts search and follow up for same (0.2).	0.20	107.00
07/10/2020	EBV	Ongoing PPP research review and analysis (0.7).	0.70	458.50
	MAB	Telephone conference with Sheldon Stone regarding financial reporting (0.6).	0.60	345.00
07/15/2020	EBV	Email correspondence with Rock Creek and counsel to Debtors and secured creditor regarding requests for financial information (0.2).	0.20	131.00

Official Committee of Unsecured Creditors

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07/31/2020

Account No: 10836-004

Statement No: 262516

Investigation of Operations & Assets

			Hours	
07/19/2020	MAB	E-mail correspondence and strategy conference with Mark Melickian regarding PPP funds (0.3); review memorandum regarding same (0.7).	1.00	575.00
07/21/2020	EBV	Email correspondence with Ron Gold, counsel to FSB, regarding PPP fund usage for professional fees (0.4); review and begin to develop strategy regarding FSB objection to committee retainers from PPP funds (0.7); strategy conference with John Lucas regarding FSB objection to PPP payments (0.5).	1.60	1,048.00
	MAB	Draft response to First Savings Bank limited objection (2.2).	2.20	N/C
07/22/2020	MAB	Multiple e-mail correspondence with committee members regarding PPP issue (0.4); Communications with John Lucas regarding same (0.4)	0.80	460.00
	EBV	Review and revise FSB objection response (3.9).	3.90	N/C
	MAB	Draft response to First Savings Bank limited objection (4.1 - N/C); multiple e-mail correspondence and telephone conferences with debtors and committee professionals regarding same (0.6 - N/C).	4.70	N/C
07/24/2020	MAB	Multiple strategy conferences with committee working group regarding PPP issue (1.2).	1.20	690.00
	EBV	Communications with Paul Hage and John Lucas regarding PPP strategy (0.6); develop strategy with respect to FSB objections to use of PPP funds (2.1).	2.70	1,768.50
	MSM	Multiple email correspondence with internal team regarding PPP fund issues (0.4).	0.40	274.00
07/27/2020	MAB	Strategy conference and multiple e-mail correspondence with committee professionals regarding PPP issue (1.0); draft response to First Saving Bank's objections and reservations of rights (1.2).	2.20	1,265.00
	MSM	Call with Michael Brandess regarding FSB motions and response (0.2); conference call with committee team to discuss FSB motion and response (0.8).	1.00	685.00
	EBV	Communications with debtors' counsel regarding settlement regarding retention and PPP strategy (0.2); call with committee professionals regarding PPP strategy (0.8).	1.00	655.00
07/28/2020	MAB	Draft response to First Saving Bank's objections and reservations of rights (3.6); telephone conference with committee and debtors' professionals regarding same (0.7).	4.30	2,472.50
	EBV	Emails (0.3) and telephone conference (0.8) with debtor and committee counsel coordinating response regarding use of PPP funds and overall strategy (1.1).	2.20	1,441.00
07/29/2020	MAB	Strategy conference with committee professionals regarding PPP response (0.4); strategy conference with Paul Hage regarding same (0.3); review FSB objection to Debtors' professional fees (0.3).	1.00	575.00

Official Committee of Unsecured Creditors

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262516

Investigation of Operations & Assets

			Hours	
	MSM	Review and further research and analysis for response to FSB motion regarding use of PPP funds (3.3).	3.30	2,260.50
07/30/2020	MSM	Research and expansion of Committee response to FSB objections (4.6).	4.60	3,151.00
07/31/2020	EBV	Review and revise draft response to FSB regarding use of PPP funds (1.1); call with Michael Brandess regarding same (0.2); emails with debtors' counsel regarding same (0.2).	1.50	982.50
		For Current Services Rendered	40.00	24,904.50
		Total Non-billable Hours	10.80	

Recapitulation				
Timekeeper	Hours	Rate	Total	
Mark S. Melickian	9.30	\$685.00	\$6,370.50	
Elizabeth B. Vandesteeg	11.20	655.00	7,336.00	
Etahn M. Cohen	1.10	650.00	715.00	
Jeremy T. Waitzman	2.20	580.00	1,276.00	
Michael A. Brandess	13.50	575.00	7,762.50	
John R. O'Connor	2.70	535.00	1,444.50	

Total Current Work

24,904.50

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Chicago, IL 60602

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07/31/2020

Official Committee of Unsecured Creditors

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c/o Gordon Food Service, Inc.

Attn: Sharon Murphy, Dir of Credit

Palatine IL 60055

Account No:

10836-005

Statement No:

262517

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

			Hours	
07/02/2020	MAB	Revise retention applications (1.3).	1.30	747.50
07/06/2020	EBV	Review and revise draft engagement letters and retentions applications for committee professionals (0.8); email correspondence with committee professionals regarding the same (0.4).	1.20	786.00
07/07/2020	MAB	E-mail correspondence and telephone conference with Paul Hage regarding supplemental disclosures (0.6).	0.60	345.00
07/08/2020	MAB	Review internal report regarding potential conflicts for supplemental disclosures (1.3).	1.30	747.50
07/10/2020	MAB	Prepare SFGH monthly statement (0.5).	0.50	287.50
07/13/2020	MAB	Draft SFGH June interim fee statement (0.7).	0.70	402.50
07/22/2020	MAB	Review supplemental declarations (0.4).	0.40	230.00
	EBV	Review SFGH supplemental declaration of disinterestedness (0.4).	0.40	N/C
	MSM	Review and comment on draft response to FSB objection to committee retainers (0.5).	0.50	342.50
		For Current Services Rendered	6.50	3,888.50
		Total Non-billable Hours	0.40	

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.50	\$685.00	\$342.50
Elizabeth B. Vandesteeg	1.20	655.00	786.00
Michael A. Brandess	4.80	575.00	2,760.00

Total Current Work

3,888.50

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Statement No: 262518

Attn: Sharon Murphy, Director of Credit

Employment & Fee Application - other professionals

Fees			Hours	
07/01/2020	MAB	E-mail correspondence with professional group regarding potential objection to Mastodon retention application (0.2); Multiple e-mail correspondence with Lior Evan regarding Mastodon retention (0.4)	0.60	345.00
	EBV	Communications with Paul Hage regarding retention and retainer issue (0.3).	0.30	196.50
	EBV	Call with James Morden regarding Rock Creek (0.1)	0.10	65.50
07/02/2020	MAB	Multiple email correspondence with Elizabeth Vandesteeg and John Lucas regarding Mastodon retention (0.4); email correspondence with James Morden regarding retention issues (0.4); email correspondence with Judith Miller regarding potential objection to Mastodon retention (0.2); email correspondence with James Morden regarding same (0.4).	1.40	805.00
07/03/2020	MAB	Telephone conference with debtors and committee professionals regarding Mastodon retention (1.4); telephone conference with committee professionals regarding next steps (0.2).	1.60	920.00
	EBV	Develop Mastodon proposal regarding terms (0.8); call with debtors' counsel, Mastodon, and Amherst regarding terms of Mastodon retention (1.4); follow up with James Morden and Michael Brandess regarding the same (0.2)	2.40	1,572.00
07/05/2020	MAB	Draft issues demand regarding Mastodon retention (0.7).	0.70	402.50
07/06/2020	MAB	Draft letter to debtors regarding Mastodon retention (1.6); e-mail correspondence with committee regarding same (0.3).	1.90	1,092.50
	EBV	Continue to develop strategy and response regarding objections to terms of Mastodon retention (1.7); various communications with committee professionals regarding the same (0.4).	2.10	1,375.50
07/07/2020	MAB	Email correspondence with Lior Evan regarding Mastodon retention issues (0.2); finalize letter and email correspondence with debtors' professionals regarding same (0.9); telephone conference with John Lucas and Robert Hersch regarding same (0.4); email correspondence with committee professional working group regarding same (0.3).	1.80	1,035.00

Official Committee of Unsecured Creditors

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07/31/2020

Account No:

10836-006

Statement No:

262518

Employment & Fee Application - other professionals

			Hours	
07/08/2020	EBV	Emails correspondence with committee professionals regarding Mastodon retention (0.2)	0.20	131.00
07/09/2020	MAB	Telephone conference with debtors' and lenders' professionals regarding Mastodon retention (0.6); telephone conference with John Lucas regarding same (0.1); e-mail correspondence with Robert Hersch regarding Mastodon retention issues (0.2); telephone conference with Todd Schwartz regarding same (0.4); strategy conference with Elizabeth Vandesteeg regarding same (0.4)	1.70	977.50
	EBV	Review Mastodon response to committee objection/requests regarding Mastodon retention (0.4); strategy conference with Michael Brandess regarding terms of agreed concessions from Mastodon regarding retention (0.4).	0.80	524.00
07/10/2020	MAB	Email correspondence and telephone conference with committee professional working group regarding Mastodon retention language (0.4).	0.40	230.00
	EBV	Draft correspondence to Mastodon regarding terms of agreed revisions to engagement letter agreement (1.1); communications with debtors' counsel regarding same (0.7).	1.80	1,179.00
07/23/2020	MAB	Review debtors' professionals' monthly fee statements (0.8).	0.80	460.00
07/30/2020	MAB	Email correspondence with John Lucas regarding Mastodon retention order (0.1); strategy conference with Elizabeth Vandesteeg regarding same (0.3).	1.10	632.50
		For Current Services Rendered	19.70	11,943.50

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	7.70	\$655.00	\$5,043.50
Michael A. Brandess	12.00	575.00	6,900.00

Total Current Work

11,943.50

SUGAR FELSETHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

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07/31/2020

Account No: 10836-008
 Statement No: 262519

Attn: Sharon Murphy, Director of Credit

Claims Analysis & Objections

Fees

			Hours	
07/19/2020	MAB	Review and revise motion to establish claims bar date (0.6).	0.60	
	EBV	Communications with committee professionals regarding bar date (0.2)	0.20	
		For Current Services Rendered	0.80	476.00
		Total Current Work		476.00

MAB/MSM/EBV/JPF/JRO

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Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

Account No: 10836-011
Statement No: 262520

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees			Hours	
07/01/2020	MAB	Draft multiple e-mail memorandum to committee regarding case update (0.8); e-mail correspondence and telephone conference with Craig Hall regarding professional retention agreements (0.6); e-mail correspondence with committee regarding committee meeting and draft agenda for same (0.8).	2.20	1,265.00
07/02/2020	EBV	Prepare for (0.2) and participate in (0.6) committee call; follow-up call with committee member regarding retention (0.3)	1.10	720.50
	MAB	Prepare agenda for committee meeting (0.3); participate in committee call (0.5); telephone conference with Doug DeKock regarding leases (0.3).	1.10	632.50
07/03/2020	MAB	E-mail memorandum with committee regarding sales procedures and Mastodon retention (0.5).	0.50	287.50
07/08/2020	EBV	Review and revise agenda for upcoming committee (0.3)	0.30	196.50
07/09/2020	MAB	Draft agenda for committee meeting (0.4); participate in committee call (0.6).	1.00	575.00
	EBV	Prepare for (0.2) and participate in (0.7) committee call.	0.90	589.50
07/13/2020	MAB	Telephone conference and multiple e-mail correspondence with Joanne Toth regarding Corrigan claim (0.4); multiple e-mail correspondence with Doug DeKock regarding landlord issues (0.3); draft e-mail memorandum to committee regarding sale (0.3).	1.00	575.00
07/14/2020	EBV	Review and revise agenda for committee call (0.2); prepare for (0.3) and participate in (0.5) weekly committee call.	1.00	655.00
	MAB	Draft agenda and e-mail correspondence with committee regarding same (0.4); participate in committee weekly meeting (0.6); e-mail correspondence with Doug DeKock and James Morden regarding lease issue (0.2).	1.20	690.00
07/15/2020	MAB	Telephone conference with Lior Evan regarding potential creditor distributions (0.1).	0.10	57.50
	EBV	Email correspondence updating committee on negotiations regarding APA		

07/31/2020

10836-011

262520

Official Committee of Unsecured Creditors

Account No:

Statement No:

Committee Meetings & Governance

			Hours	
	(0.2)		0.20	131.00
07/16/2020	MAB	Draft email memorandum to committee regarding case update (0.4).	0.40	230.00
07/17/2020	MAB	Draft email memorandum to committee regarding case update, reservations of rights, and sale status (0.4).	0.40	230.00
07/18/2020	MAB	Draft e-mail memorandum to committee regarding bid procedures hearing and asset purchase agreement (0.6).	0.60	345.00
07/20/2020	MAB	Draft agenda for committee meeting (0.2); email correspondence with Sheldon Stone regarding same (0.1).	0.30	172.50
07/21/2020	EBV	Prepare for (0.2) and participate in (0.8) standing weekly committee call.	1.00	655.00
	MAB	Email correspondence with committee regarding set call (0.2); participate in weekly committee call (0.8); multiple follow up email correspondence with committee regarding case status (0.4).	1.40	805.00
07/24/2020	MAB	Draft e-mail memorandum to committee regarding case status (0.4).	0.40	230.00
07/28/2020	EBV	Committee weekly standing call (0.7)	0.70	458.50
	MAB	Draft agenda for committee meeting (0.4); participate in same (0.7).	1.10	632.50
07/31/2020	MAB	Multiple email correspondence with committee regarding response to First Savings Bank filings (0.4).	0.40	230.00
		For Current Services Rendered	17.30	10,363.50

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	5.20	\$655.00	\$3,406.00
Michael A. Brandess	12.10	575.00	6,957.50

Total Current Work

10,363.50

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07/31/2020

Official Committee of Unsecured Creditors

Barfly Ventures, LLC, et al.

c/o Gordon Food Service, Inc.

Attn: Sharon Murphy, Dir of Credit

Palatine IL 60055

Account No:

10836-012

Statement No:

262521

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

			Hours	
07/01/2020	JRO	Telephone call to (0.1) and telephone call from (0.1) Michael Small regarding potential asset purchaser.	0.20	107.00
07/02/2020	EBV	Communications with SFGH working group regarding potential buyer (0.2)	0.20	131.00
	MAB	Email correspondence with professional working group regarding sale inquiry (0.3-N/C).	0.30	N/C
	JRO	Telephone conference with counsel to potential asset purchaser (0.2); conference with Michael Brandess regarding same (0.1); email correspondence to internal working group summarizing potential asset purchaser (0.2).	0.50	267.50
07/03/2020	MAB	E-mail correspondence with John Lucas regarding sale procedures (0.2).	0.20	115.00
07/06/2020	EBV	Analysis regarding time for various sale- related dates and hearings (0.3); communications with debtors' counsel regarding the same (0.2).	0.50	327.50
07/09/2020	EBV	Begin review and analysis of stalking horse asset purchase agreement (0.4); Prepare for (0.5) and participate in (0.5) call with Mastodon, debtors' counsel; attention to next steps and tasks regarding sale motion, APA, Mastodon (0.3).	1.70	1,113.50
	MSM	Telephone call with Michael Brandess and Elizabeth Vandesteeg regarding case matters including draft asset purchase agreement from lending group (0.2).	0.20	137.00
07/10/2020	MSM	Review, analyze, and prepare comments to draft asset purchase agreement and proposed bid procedures (3.4); draft cover email to Michael Brandess with comments to APA and bid procedures (0.2).	3.60	2,466.00
	EBV	Strategy conference and emails with committee professionals regarding next steps regarding sale and Mastodon and need to discuss same with debtors' counsel (0.7); Attention to Amherst comments to APA and bid procedures (0.3)	1.00	655.00
07/12/2020	MAB	Multiple email correspondence with committee professionals regarding bid procedures (0.3).	0.30	172.50

Official Committee of Unsecured Creditors

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07/31/2020

Account No:

10836-012

Statement No:

262521

Asset Sales

			Hours	
07/13/2020	MAB	Review and revise bid procedures (0.8); review and revise asset purchase agreement (1.4); e-mail correspondence with John Lucas regarding same (0.2); telephone conference with debtors' professionals regarding asset purchase agreement (0.8).	3.20	1,840.00
07/14/2020	EBV	Strategy conferences with Michael Brandess regarding next steps regarding APA and need for potential objection regarding same (0.5); communications with Amherst regarding cure costs analysis (0.2); prepare for (0.3) and engage in (1.3) call with counsel for secured creditor regarding APA.	2.30	1,506.50
	MAB	Multiple e-mail correspondence and telephone conference with Todd Schwartz, Nathan Gimpel, and Elizabeth Vandesteeg regarding stalking horse APA (1.3); post-call strategy conference with Elizabeth Vandesteeg regarding same (0.5); e-mail correspondence with John Lucas regarding bid procedures objection deadline (0.1); e-mail correspondence with Paul Hage regarding same (0.1).	2.00	1,150.00
07/15/2020	MAB	Multiple e-mail correspondences and strategy conferences with committee professionals regarding information needed for sale analysis (1.6); e-mail correspondence with John Lucas regarding same (0.2); e-mail correspondence with Todd Schwartz regarding same (0.1); telephone conference with Todd Schwartz and Nathan Gimpel regarding same (0.9); telephone conference with Sheldon Stone regarding same (0.3); multiple strategy conferences with Elizabeth Vandesteeg regarding sale strategy (0.5 - N/C)	3.10	1,782.50
	EBV	Strategy conferences with Michael Brandess regarding secured creditor APA negotiations (0.5); emails with debtors' counsel regarding stipulation regarding APA objection deadline (0.2); communications and strategy with Amherst regarding financial projections regarding cash flow, administrative expenses, and cure costs (0.2); call with Michael Brandess and secured creditor regarding potential consensual APA resolution and exit strategy (0.3-N/C); call with Michael Brandess and John Lucas regarding same (0.9-N/C).	0.90	589.50
07/16/2020	MAB	Email correspondence with Todd Schwartz regarding bid procedures (0.2); telephone conference with Elizabeth Vandesteeg regarding reservation of rights (0.3); draft same (3.1); telephone conference with Nathan Gimpel regarding bid procedures (0.3); email correspondence with Craig Hall regarding sale process (0.2); email correspondence with John Lucas regarding Mastodon retention order (0.1).	4.20	2,415.00
	EBV	Review FSB reservation of rights to sale motion (0.3); communications with committee regarding status of APA negotiations and potential filing (0.2); review and revise debtors' draft revised bid procedures (0.5); strategy conference with Michael Brandess regarding same (0.3).	1.30	851.50
07/17/2020	MAB	Multiple email correspondence and telephone conferences with professional working group regarding sale, reservation of rights, and next steps (0.9); review and revise reservation of rights (0.7); review proposed revisions to bid procedures and email correspondence with debtors' and lenders' professionals regarding same (0.3); telephone conference and email correspondence with Michael Maggio regarding same (0.2).	2.10	1,207.50

Official Committee of Unsecured Creditors

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07/31/2020

Account No:

10836-012

Statement No:

262521

Asset Sales

		Hours	
	EBV Review and revise reservation of rights regarding stalking horse APA (0.7); continue to revise committee-approved APA (0.6); correspondence with counsel to debtors and secured creditor regarding bid procedures and reservation of rights (0.2).	1.50	982.50
	MSM Consolidate and expand comments to APA and prepare committee draft of same (1.5).	1.50	1,027.50
07/19/2020	MAB Multiple e-mail correspondence with committee professional working group regarding bid procedures hearing (0.4).	0.40	230.00
	EBV Prepare for hearing on bid procedures motion (0.4)	0.40	262.00
07/20/2020	MAB Telephone conference with committee professionals regarding bid procedures hearing (0.3); revise committee approved APA for inclusion in investment banker data room (0.8).	1.10	632.50
	EBV Review and analysis of reservations of rights filed by UST and First Savings Bank (0.7); prepare for (1.5) and participate in (0.8) hearing on bid procedures motion; internal strategy conference with committee professionals regarding next steps in light of same (0.5); communications with debtors' counsel regarding APA and releases (0.2); review and finalize clean "Committee-approved APA" for inclusion in data room (0.3); review and revise draft proposed amended bid procedures order and exhibits (1.2).	5.20	3,406.00
07/21/2020	EBV Telephone conference with Michael Maggio regarding amended bid procedures order (0.1); various email correspondence among estate professionals regarding same (0.2).	0.30	196.50
	MAB Telephone conference with Doug DeKock regarding potential interested bidder (0.2); strategy conference with committee professional working group regarding sale (0.4); multiple email correspondence with debtors' professionals regarding same (0.3); attention to inquiry from potential upset bidder group (0.3).	1.20	690.00
07/24/2020	MAB Telephone conference with investment banker regarding sale status (0.5).	0.50	287.50
07/28/2020	EBV Attention to Mastodon update (0.3)	0.30	196.50
	MAB E-mail correspondence with Robert Hersch regarding sale process (0.2).	0.20	115.00
	For Current Services Rendered	40.10	24,860.50
	Total Non-billable Hours	0.30	

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	5.30	\$685.00	\$3,630.50
Elizabeth B. Vandesteeg	15.60	655.00	10,218.00
Michael A. Brandess	18.50	575.00	10,637.50
John R. O'Connor	0.70	535.00	374.50

Total Current Work

24,860.50

SUGAR FELSENTAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

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07/31/2020

Account No: 10836-015
 Statement No: 262522

Fees

			Hours	
07/17/2020	EBV	Communications with professional working group regarding potential litigation related to insiders (0.3)	0.30	
		For Current Services Rendered	0.30	196.50
		Total Current Work		196.50
		Balance Due		<u>\$196.50</u>

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Exhibit C
(August Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Chapter 11

Case No. 20-01947-jwb

Debtors.

(Jointly Administered)

**MONTHLY FEE STATEMENT OF SUGAR FELSENTAL GRAIS & HELSINGER
LLP FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AUGUST 2020**

Name of Applicant:	Sugar Felsenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	August 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$41,950.00 ² 80% = \$33,560.00 20% = \$8,390.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$33,560.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfggh.com
evandesteeg@sfggh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: September 14, 2020

SUGAR FELSETHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Account No:
 Statement No:

Page: 1
 08/31/2020
 10836-001
 263207

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

			Hours	
08/11/2020	MAB	Telephone conference with John Lucas regarding case status (0.3); email correspondence with Paul Hage regarding same (0.3).	0.60	345.00
08/12/2020	MAB	Telephone conference with James Morden regarding PPP hearing, sale, and case status (0.4).	0.40	230.00
08/14/2020	MAB	Multiple email correspondence with committee professional working group regarding Mark Sellers bankruptcy (0.5); strategy conference with Paul Hage regarding same (0.3).	0.80	460.00
08/16/2020	EBV	Attention to issues raised by Mark Sellers personal bankruptcy (0.4).	0.40	262.00
08/17/2020	EBV	Strategy conferences with Michael Brandess and Paul Hage regarding various issues (sale, PPP, Sellers' BK) (0.9).	0.90	589.50
	MAB	Multiple e-mail correspondence with John Lucas regarding Mark Seller's bankruptcy filing (0.4); review loan document regarding same (0.3); telephone conference with John Lucas and Paul Hage regarding sale, PPP issue, and case status (0.4); strategy conference with committee professionals regarding case status (0.9).	2.00	1,150.00
08/18/2020	MAB	Review debtors' professionals' fee statements (0.7); email correspondence with Paul Hage regarding same (0.2).	0.90	517.50
	EBV	Review draft appearance to be filed in Mark Sellers personal BK case (0.1).	0.10	65.50
08/19/2020	MAB	Telephone conference with John Lucas regarding PPP issue, sale, and case status (0.3); multiple strategy conferences and email correspondence with Elizabeth Vandesteeg and Paul Hage regarding same (0.7); strategy conference with Paul Hage regarding same (0.2).	1.20	690.00
	EBV	Strategy conference with Michael Brandess regarding sale and PPP status and strategy (0.5); call with Mastodon and Committee professionals regarding sale update (0.5).	1.00	655.00
08/24/2020	MAB	Draft e-mail memorandum to John Lucas regarding sale motion, PPP issue, and Mark Sellers bankruptcy (0.3).	0.30	172.50

Official Committee of Unsecured Creditors

Account No:

Statement No:

General Case Administration

			Hours	
08/25/2020	MAB	Prepare for and participate in status hearing (0.8).	0.80	460.00
08/27/2020	EBV	Put together strategy and outline for TRO regarding declaratory/adversary regarding SBA and PPP funds (2.1).	2.10	1,375.50
08/28/2020	EBV	Attention to upcoming hearing in Sellers' bankruptcy to determine whether committee appearance necessary (0.3).	0.30	196.50
		For Current Services Rendered	11.80	7,169.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	4.80	\$655.00	\$3,144.00
Michael A. Brandess	7.00	575.00	4,025.00

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 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

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 08/31/2020
 Account No: 10836-004
 Statement No: 263210

Attn: Sharon Murphy, Director of Credit

Investigation of Operations & Assets

Fees

			Hours	
08/03/2020	MAB	Telephone conference with John Lucas regarding PPP responsive filings (0.2); strategy conference with Elizabeth Vandesteeg regarding same (0.4); telephone conference with Paul Hage regarding same (0.2); email correspondence with Mark Melickian regarding PPP legislation and committee responsive pleadings (0.3); finalize response to First Savings Bank objections (0.9).	2.00	1,150.00
	EBV	Review debtors objection to First Savings Bank (0.3); strategy conference with Michael Brandess regarding same (0.4).	0.70	458.50
	MSM	Analyze and summarize proposed PPP legislation and potential impact on case for Committee counsel team (2.1).	2.10	1,438.50
08/04/2020	EBV	Strategy conference with Michael Brandess regarding upcoming hearing (0.3).	0.30	196.50
	MAB	Review East Beltline letter regarding liquor license (0.3); email correspondence with committee professionals regarding same (0.2); research UCC filings regarding liquor license (0.3); email correspondence with Paul Hage regarding same (0.1); Strategy conference with Elizabeth Vandesteeg regarding PPP hearing (0.3)	0.90	517.50
	MSM	Telephone calls with Michael Brandess regarding Barfly arguments (0.2).	0.20	137.00
08/05/2020	MAB	Draft outline for PPP hearing (1.1); strategy conference with professional working group regarding same (0.8).	1.90	1,092.50
	EBV	Strategy conference with Michael Brandess regarding PPP argument (0.4); PPP hearing outline and preparation (2.2); strategy conference with committee professionals and debtors' counsel regarding PPP hearing prep (0.8); review First Savings Bank response (0.6).	4.00	2,620.00
08/06/2020	MAB	Prepare for and participate in hearing on PPP funds (1.8); email correspondence with committee regarding same (0.3); telephone conference with professional working group regarding same (0.3).	2.40	1,380.00
	EBV	Continue to prepare for hearing on use of PPP funds (2.3); attend and argue at hearing on PPP funds usage (1.8); various communications with		

Official Committee of Unsecured Creditors

Investigation of Operations & Assets

			Hours	
		committee/debtors' professionals regarding PPP, Mastodon, and other issues (0.4).	4.50	2,947.50
	JTW	Review of FSB Supplemental Response (0.3); Strategy conference with Elizabeth Vandesteeg regarding same, primarily with respect to arguments on usage of PPP loan monies (0.6).	0.90	522.00
08/07/2020	MAB	Participate in court hearing on PPP funds (0.8); post-hearing strategy conference with committee professionals regarding same (0.3); post-hearing strategy conference with John Lucas and Paul Hage and Elizabeth Vandesteeg regarding same (0.6).	1.70	977.50
	EBV	Continued hearing on use of PPP funds (0.7); strategy conference with Michael Brandess and Paul Hage regarding next steps and committee position in light of opinion (0.6).	1.30	851.50
08/10/2020	MAB	Telephone conference and e-mail correspondence with Jason Torf regarding ongoing food service (0.4).	0.40	230.00
08/17/2020	MAB	Review Mark Sellers' note to company (0.3); strategy conference with Committee professionals regarding same (0.3).	0.60	345.00
		For Current Services Rendered	23.90	14,864.00

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	2.30	\$685.00	\$1,575.50
Elizabeth B. Vandesteeg	10.80	655.00	7,074.00
Jeremy T. Waitzman	0.90	580.00	522.00
Michael A. Brandess	9.90	575.00	5,692.50

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SUGAR FELSENTHAL GRAIS & HELSINGER LLP
30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

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 08/31/2020
 Account No: 10836-005
 Statement No: 263211

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

			Hours	
08/04/2020	MAB	Draft July monthly fee statement (1.2).	1.20	690.00
08/05/2020	MAB	Review U.S. Trustee objection to committee professional retainers (0.4); draft outline regarding same (0.8).	1.20	690.00
	EBV	Review UST objection to SFGH retainers (0.2).	0.20	131.00
08/10/2020	MAB	Draft July monthly invoice (0.9); multiple e-mail correspondence with Paul Hage regarding same (0.3).	1.20	690.00
	NB	Review and compile order overruling First Savings Bank's objections to fee statements of debtors' professionals; review and compile order authorizing employment of Sugar Felsenthal Grais & Helsinger, LLP (0.2).	0.20	50.00
08/11/2020	NB	Review and compile court docket entries related to limited objections to appointment of professionals (0.1).	0.10	25.00
08/14/2020	NB	Review and compile interim fee application for Sugar Felsenthal (0.1).	0.10	25.00
		For Current Services Rendered	4.20	2,301.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	0.20	\$655.00	\$131.00
Michael A. Brandess	3.60	575.00	2,070.00
Nancy Bailey	0.40	250.00	100.00

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Official Committee of Unsecured Creditors
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 c/o Gordon Food Service, Inc.
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 Palatine IL 60055

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 08/31/2020
 Account No: 10836-006
 Statement No: 263212

Attn: Sharon Murphy, Director of Credit

Employment & Fee Application - other professionals

Fees

			Hours	
08/04/2020	MAB	Telephone conference with Paul Hage regarding monthly fee statements (0.2).	0.20	115.00
08/05/2020	MAB	Review and revise Mastodon retention order (0.4); email correspondence with John Lucas regarding same (0.2).	0.60	345.00
08/10/2020	NB	Review and compile order overruling First Savings Bank's objections to fee statements of debtors' professionals; review and compile orders authorizing employment of Amherst Partners, LLC, and Jaffe Raitt Heuer & Weiss, P.C. (0.2).	0.20	50.00
		For Current Services Rendered	1.00	510.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	0.80	\$575.00	\$460.00
Nancy Bailey	0.20	250.00	50.00

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 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
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08/31/2020

Account No: 10836-009

Statement No: 263214

Attn: Sharon Murphy, Director of Credit

Budget & Financial Issues

Fees

			Hours	
08/03/2020	MAB	Email correspondence with Sheldon Stone and James Morden regarding cash flow projections (0.2).	0.20	115.00
		For Current Services Rendered	0.20	115.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	0.20	\$575.00	\$115.00

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 Palatine IL 60055

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 08/31/2020
 Account No: 10836-011
 Statement No: 263215

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours	
08/03/2020	MAB	Telephone conference with Craig Hall regarding case status (0.3); email correspondence with committee regarding committee's and debtors' responses to First Savings Bank's filings (0.2).	0.50	287.50
08/04/2020	MAB	Draft agenda for committee meeting (0.2); participate in same (0.5).	0.50	287.50
08/05/2020	MAB	Email correspondence with committee regarding PPP issue, Mastodon retention, and sale status (0.4).	0.40	230.00
08/06/2020	MAB	Draft email memorandum to committee summarizing PPP hearing (0.4); telephone conference with Craig Hall regarding same (0.2); email correspondence and telephone conference with Doug DeKock regarding claim (0.4).	1.00	575.00
08/07/2020	MAB	Email correspondence with committee regarding PPP hearing (0.3); telephone conference with Jason Torf regarding same (0.3).	0.60	345.00
08/11/2020	MAB	Draft agenda for committee call (0.4); participate in same (0.5).	0.90	517.50
08/13/2020	MAB	Draft email memorandum to committee regarding claims bar date (0.4).	0.40	230.00
08/18/2020	EBV	Communications with Committee professionals regarding upcoming Committee call (0.3); Participate in standing weekly committee call (0.6).	0.90	589.50
	MAB	Draft agenda for committee call (0.3); participate in same (0.6); multiple email correspondence with Jason Torf regarding post-call follow up (0.3).	0.90	517.50
08/25/2020	MAB	Email correspondence with committee regarding case update (0.3).	0.30	172.50
	EBV	Communications with committee regarding status of sale efforts and continuations in lieu of weekly call (0.2).	0.20	131.00
08/26/2020	MAB	Draft e-mail memorandum to committee regarding case status and lease rejection motion (0.4).	0.40	230.00
		For Current Services Rendered	7.00	4,113.00

Official Committee of Unsecured Creditors

Account No:

Statement No:

Committee Meetings & Governance

	Recapitulation			
Timekeeper	Hours	Rate	Total	
Elizabeth B. Vandesteeg	1.10	\$655.00	\$720.50	
Michael A. Brandess	5.90	575.00	3,392.50	

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 08/31/2020
 Account No: 10836-012
 Statement No: 263216

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

			Hours	
08/04/2020	MAB	Email correspondence with John Lucas and Robert Hersch regarding stalking horse adequate assurance package (0.2); email correspondence with Nathan Gimpel regarding same (0.2).	0.40	230.00
08/05/2020	MAB	Telephone conference with Nathan Gimpel regarding adequate assurance information (0.3); email correspondence with committees professionals regarding same (0.2).	0.50	287.50
	MAB	Telephone conference with Nathan Gimpel regarding adequate assurance package (0.4); email memorandum to committee professionals regarding same (0.3).	0.70	402.50
08/06/2020	MAB	Email correspondence with Robert Hersch regarding sale updates (0.1).	0.10	57.50
08/10/2020	MAB	Email correspondence with Paul Hage regarding adequate assurance request list (0.2); email correspondence with Nathan Gimpel regarding same (0.3).	0.50	287.50
08/14/2020	MAB	Telephone conference with Robert Hersch regarding sale update (0.5).	0.50	287.50
08/18/2020	EBV	Review and analysis regarding Robert Hersch sale status update (0.6).	0.60	393.00
	MAB	Review analysis prepared by Robert Hersch (0.5); email correspondence with Committee professionals regarding same (0.2); email correspondence with Robert Hersch regarding same (0.1).	0.80	460.00
08/19/2020	MAB	Telephone conference with Robert Hersch regarding sale status (0.5).	0.50	287.50
08/21/2020	EBV	Strategy conference with Michael Brandess regarding sale update status (0.4).	0.40	262.00
	MAB	Review adequate assurance package (0.2); email correspondence with Nathan Gimpel regarding same (0.2); strategy conference with Committee professionals regarding same (0.4); telephone call and multiple email correspondence with Jason Torf regarding sale status (0.7); telephone conference with Robert Hersch regarding sale status (0.6); telephone conference with Sheldon Stone regarding same (0.4); telephone conference with Elizabeth Vandesteeg regarding same (0.3); email memorandum to		

08/31/2020

Official Committee of Unsecured Creditors

Account No:

10836-012

Statement No:

263216

Asset Sales

		committee regarding same (0.6).	Hours 3.40	1,955.00
08/24/2020	MAB	Multiple telephone conferences with Michael Maggio regarding sale hearing (0.3); telephone conference with Elizabeth Vandesteeg and John Lucas regarding same (0.2); telephone conference with Paul Hage regarding same (0.2); multiple telephone conferences with Jason Torf regarding same (0.3); review stipulation extending sale hearing and objection deadline (0.3).	1.30	747.50
	EBV	Review Stalking Horse adequate assurance letter (0.3); review update to committee regarding overall sale status and adequate assurance issues (0.2); strategy conference with John Lucas regarding committee exception to pending sale objection deadline (0.3); review and revise stipulation regarding hearing continuance to incorporate same (0.3); strategy conference with Michael Brandess regarding same (0.2)	1.30	851.50
08/25/2020	MAB	Review First Savings Bank's response to sale motion (0.3).	0.30	172.50
08/28/2020	EBV	Attention to status of sale process (0.2); participate in Mastodon update call regarding same (0.5).	0.70	458.50
08/31/2020	MAB	Strategy conference with Sheldon Stone regarding sale process (0.3); multiple e-mail correspondence with Robert Hersch regarding same (0.2); review updated sale information (0.3).	0.80	460.00
		For Current Services Rendered	12.80	7,600.00
Recapitulation				
	Timekeeper		Hours	Rate
	Elizabeth B. Vandesteeg		3.00	\$655.00
	Michael A. Brandess		9.80	575.00
				Total
				\$1,965.00
				5,635.00

MAB/MSM/EBV/JPF/JRO

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Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

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08/31/2020

Account No: 10836-015
 Statement No: 263217

Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

Fees

			Hours	
08/27/2020	MAB	Draft temporary restraining order motion (4.2); e-mail correspondence with John Lucas regarding same (0.2); strategy conference with Committee professionals regarding same (0.3).	4.70	
08/28/2020	MAB	Draft temporary restraining order motion (5.9).	5.90	
08/29/2020	MAB	Draft temporary restraining order motion (3.8).	3.80	
08/30/2020	MAB	Draft temporary restraining order motion (2.9).	2.90	
08/31/2020	EBV	Review and revise TRO regarding PPP use (3.1); call with Michael Brandess and P. Hage regarding same (0.7).	3.80	
	MAB	Strategy conference with Committee professionals regarding temporary restraining motion and related go-forward approach (0.6); revise same (1.3).	1.90	
		For Current Services Rendered	23.00	13,529.00

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Exhibit D
(September Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Chapter 11

Case No. 20-01947-jwb

Debtors.

(Jointly Administered)

**MONTHLY FEE STATEMENT OF SUGAR FELSENTAL GRAIS & HELSINGER
LLP FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR SEPTEMBER 2020**

Name of Applicant:	Sugar Felsenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	September 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$73,350.00 ² 80% = \$58,680.00 20% = \$14,670.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$58,680.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
Elizabeth Vandesteeg
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandness@sfggh.com
evandesteeg@sfggh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: October 7, 2020

SUGAR PELSENTHAL GRAIS & HELSINGER LLP
30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Page: 1
 09/30/2020
 Account No: 10836-001
 Statement No: 264251

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

Hours

Date	Party	Description	Hours	Amount
09/02/2020	MAB	Strategy conference with John Lucas regarding PPP and sale status (0.4); strategy conference with committee professionals regarding same (0.5); draft e-mail memorandum to Sheldon Stone and James Morden regarding financial projections (0.3); strategy conference with committee professional working group regarding recovery strategy (0.5)	1.70	977.50
09/03/2020	MAB	Review derivative standing issue regarding Mark Sellers' bankruptcy (0.3).	0.30	172.50
09/09/2020	MAB	Strategy conference with committee professionals regarding sale, PPP issue, and other pressing issues (0.5).	0.90	517.50
09/10/2020	MAB	Review draft stipulation granting derivative standing to committee to file claim in Mark Sellers' bankruptcy (0.3); email correspondence with Paul Hage regarding same (0.2).	0.20	115.00
	EBV	Review stipulation for derivative standing regarding Sellers claim (0.2).	0.20	131.00
09/11/2020	MSM	Telephone call with Michael Brandess regarding Sellers' claim (0.2).	0.20	137.00
	MAB	Telephone conference with Mark Melickian regarding derivative standing to file Sellers' claim (0.2 - N/C)	0.20	N/C
09/15/2020	EBV	Strategy conference with Michael A. Brandess regarding potential next steps and strategy following committee call (0.4).	0.40	262.00
	MAB	Participate in status conference (0.3); strategy conference with Elizabeth Vandesteeg regarding potential distribution strategy (0.4 - N/C); telephone conference with John Lucas regarding case status (0.5); email correspondence with James Morden regarding claims bar date (0.2).	1.00	575.00
09/16/2020	MAB	Prepare for (0.8) and participate in (0.5) Mark Sellers' 341 meeting; email correspondence with Committee professionals regarding same (0.2); telephone conference with Paul Hage regarding same (0.3).	1.00	575.00
09/17/2020	MAB	Draft strategy memorandum to committee professionals regarding next steps (0.3).	0.30	172.50
09/18/2020	EBV	Telephone conference with debtors' professionals regarding case status (0.6)	0.60	393.00

Official Committee of Unsecured Creditors

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09/30/2020

Account No: 10836-001

Statement No: 264251

General Case Administration

			Hours	
09/21/2020	MSM	Telephone call with Michael Brandess regarding case issues and strategy (0.5).	0.50	342.50
	MAB	Strategy conference with Mark Melickian regarding case status (0.5)	0.50	287.50
09/22/2020	MSM	Research, prepare calculations, and prepare initial draft of Barfly estate proof of claim addendum in Mark A. Sellers case (2.2).	2.20	1,507.00
09/24/2020	EBV	Review and revise UCC proof of claim in Mark Sellers' bankruptcy (0.3).	0.30	196.50
09/27/2020	MAB	Finalize and file claim in Mark Sellers' bankruptcy case (0.6).	0.60	345.00
09/29/2020	EBV	Review Mark Sellers' Chapter 5 Trustee report (0.4)	0.40	262.00
		For Current Services Rendered	11.30	6,968.50
		Total Non-billable Hours	0.20	

Recapitulation			
Timekeeper	Hours	Rate	Total
Mark S. Melickian	2.90	\$685.00	\$1,986.50
Elizabeth B. Vandesteeg	1.90	655.00	1,244.50
Michael A. Brandess	6.50	575.00	3,737.50

Total Current Work 6,968.50

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Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

Page: 1
09/30/2020
Account No: 10836-004
Statement No: 264253

Attn: Sharon Murphy, Director of Credit

Investigation of Operations & Assets

Fees

			Hours	
09/01/2020	MAB	Draft PPP temporary restraining order motion (3.2); telephone conference with John Lucas regarding same (0.3).	3.50	2,012.50
	JTW	Phone call with Elizabeth Vandesteeg regarding PPP Loan use for rent payments (0.3)	0.30	174.00
09/02/2020	EBV	Call with Debtors' counsel regarding adversary and TRO with respect to PPP usage and status of actual PPP funds expected to be remaining at/post-sale closing (0.4); strategy conference with Paul Hage regarding strategy as to potential paths for recovery to general unsecured creditors in light of cash burn and reserve (0.5).	0.90	589.50
		For Current Services Rendered	4.70	2,776.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	0.90	\$655.00	\$589.50
Jeremy T. Waitzman	0.30	580.00	174.00
Michael A. Brandess	3.50	575.00	2,012.50

Total Current Work 2,776.00

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Palatine IL 60055

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09/30/2020
Account No: 10836-005
Statement No: 264254

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

						Hours	
09/04/2020	MAB	Prepare August monthly fee statement (0.9).				0.90	517.50
		For Current Services Rendered				0.90	517.50
		Recapitulation					
	Timekeeper			Hours	<u>Rate</u>	<u>Total</u>	
	Michael A. Brandess			0.90	\$575.00	\$517.50	
	Total Current Work						517.50

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09/30/2020
Account No: 10836-009
Statement No: 264257

Attn: Sharon Murphy, Director of Credit

Budget & Financial Issues

Fees

			Hours	
09/14/2020	MAB	Email correspondence with John Lucas and Paul Neitzel regarding strategy conference (0.2).	0.20	115.00
09/15/2020	EBV	Various emails between committee professionals regarding status of communications with Rock Creek regarding budget assumptions (0.3).	0.30	196.50
	MAB	Email correspondence with Paul Neitzel regarding financial forecasts (0.2); Email correspondence with Nathan Gimpel regarding financing documents (0.3); email correspondence with Etahn Cohen regarding same (0.2); email correspondence with Sheldon Stone regarding same (0.2).	0.90	517.50
09/16/2020	EMC	Telephone conference with committee professionals regarding new loan agreement (0.8); review and revise proposed loan agreement (1.6).	2.40	1,560.00
	EBV	Attention to draft stalking horse post-closing financing documents (0.6).	0.60	393.00
09/17/2020	EMC	Review and revise loan agreements to make the agreement more acceptable for unsecured creditors (1.6); further revisions to agreements based on conversation and email agreements to review (0.7).	2.30	1,495.00
09/18/2020	MAB	Telephone conference with Paul Neitzel regarding financial projections (0.4); telephone conference with Sheldon Stone regarding same (0.3); strategy conference with Elizabeth Vandesteeg and Paul Hage regarding same (0.3)	1.00	575.00
	EBV	Settlement and budget discussions with Michael Brandess and Paul Hage (0.3).	0.30	196.50
09/19/2020	MSM	Review and comment on draft post-petition financing agreement (0.8).	0.80	548.00
		For Current Services Rendered	8.80	5,596.50

Recapitulation

Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.80	\$685.00	\$548.00
Elizabeth B. Vandesteeg	1.20	655.00	786.00
Etahn M. Cohen	4.70	650.00	3,055.00
Michael A. Brandess	2.10	575.00	1,207.50

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09/30/2020
Account No: 10836-011
Statement No: 264258

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours	
09/01/2020	MAB	Draft agenda for committee call (0.3); participate in same (0.6).	0.90	517.50
	EBV	Committee call regarding case updates (0.6 - N/C).	0.60	N/C
09/03/2020	MAB	Telephone conference with Doug DeKock regarding sale status (0.3).	0.30	172.50
09/08/2020	EBV	Weekly committee call (0.6 - N/C).	0.60	N/C
	MAB	Participate in weekly committee call (0.6)	0.60	345.00
09/09/2020	MAB	Multiple email correspondence with committee regarding special meeting (0.3)	0.30	172.50
09/10/2020	MAB	Telephone conference with committee regarding sale options (1.2 - N/C).	1.20	N/C
	EBV	Prepare for (0.3) and participate in (1.2) committee call regarding sale objection strategy.	1.50	982.50
09/11/2020	MAB	Draft email memorandum to committee regarding sale update (0.5); email correspondence with individual committee members regarding same (0.3).	0.80	460.00
09/15/2020	EBV	Review agenda for upcoming weekly committee call (0.1) weekly committee call (0.6).	0.70	458.50
	MAB	Draft agenda for committee meeting (0.3); participate in same (0.6 - N/C).	0.30	N/C
09/16/2020	MAB	Email correspondence with committee regarding special meeting (0.2).	0.20	115.00
09/18/2020	MAB	Telephone conference with committee regarding sale, potential litigation claims, and go-forward strategy (0.7 - N/C).	0.70	N/C
	EBV	Committee call regarding negotiations with stalking horse and concessions regarding financing agreement and sellers' claim (0.7).	0.70	458.50
09/22/2020	EBV	Communications with committee regarding sale objection discussions (0.3).	0.30	196.50
09/23/2020	EBV	Prepare (0.2) for and participate in (0.7) committee call regarding sale objection.	0.90	589.50
	MAB	Telephone conference with committee regarding sale objection and		

Committee Meetings & Governance

			Hours	
		go-forward strategy (0.3); e-mail correspondence and telephone conference with Jason Torf and John Cannizzaro regarding same (0.4).	0.70	402.50
09/24/2020	MAB	Multiple email updates to committee regarding case update (0.7).	0.70	402.50
09/27/2020	MAB	Email correspondence and telephone conference with committee regarding sale status (0.4).	0.40	230.00
09/29/2020	MAB	Participate in committee conference call (0.7).	0.70	402.50
	EBV	Weekly committee call (0.7 - N/C).	0.70	N/C
		For Current Services Rendered	9.70	5,905.50
		Total Non-billable Hours	4.10	

Recapitulation			
Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	4.10	\$655.00	\$2,685.50
Michael A. Brandess	5.60	575.00	3,220.00

Total Current Work 5,905.50

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SUGAR PELSANTHAL GRAIS & HELSINGER LLP

30 N. LaSalle Street
Suite 3000
Chicago, IL 60602
(312)704-9400

Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

Page: 1
09/30/2020
Account No: 10836-012
Statement No: 264259

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

			Hours	
09/01/2020	MAB	Telephone conference with Robert Hersch regarding sale status (0.5); review bid comparison chart and distribution summary (0.6); strategy conference with committee professionals regarding same (0.2 - N/C).	1.10	632.50
09/08/2020	EBV	Email correspondence (0.2) and telephone call with (0.4) John Lucas and committee professionals regarding sale and status update; strategy conference with Paul Hage regarding next steps in light of confirmation that secured lender proceeding with credit bid (0.2).	0.80	524.00
09/09/2020	MAB	Draft objection to sale motion (4.3); telephone conference with lenders' counsel regarding same (0.3); multiple strategy conferences with committee professionals regarding same (0.4 - N/C); telephone conference with Jason Torf regarding same (0.2); telephone conference with Sheldon Stone regarding same (0.2); email correspondence with Robert Hersch regarding same (0.2).	5.20	2,990.00
	EBV	Strategy conference with Michael Brandess and P. Hage regarding committee sale objection outline plan issues (0.6); email correspondence with John Lucas regarding same (0.2); call with Michael Brandess regarding potential next steps and strategy in light of call with counsel for secured lender (0.4).	1.20	786.00
09/10/2020	MAB	Draft objection to sale motion (4.9); multiple strategy conferences and email correspondence with committee professionals regarding same (0.8); multiple telephone conferences with Nathan Gimpel regarding same (0.3); telephone conference with John Lucas regarding same (0.2); telephone conference with John Lucas, Paul Hage, and Robert Hersch regarding same (0.4).	6.60	3,795.00
	EBV	Various communications with committee professionals regarding same and regarding outline of objection and regarding update from Robert Hersch (1.0); various communications between committee professionals regarding strategy as a result of ongoing negotiations with secured lender (0.3 - N/C).	1.00	655.00
09/11/2020	MAB	Email correspondence with John Lucas regarding extension to objection deadline (0.1).	0.10	57.50
	EBV	Analysis regarding impact of further continuation of sale hearing (0.3).	0.30	196.50
09/14/2020	MAB	Telephone conference with Nathan Gimpel regarding sale and financing related concerns (0.3); email correspondence with Sheldon Stone regarding		

Asset Sales

			Hours	
		same (0.2).	0.50	287.50
	EBV	Various communications with multiple parties regarding upcoming/continued status hearing on sale (0.3 - N/C).	0.30	N/C
09/16/2020	MAB	Multiple strategy conferences with committee professionals regarding proposed financing arrangement (0.8); email correspondence with Michael Maggio regarding potential objection to sale (0.3).	1.10	632.50
09/18/2020	MAB	Strategy conference with committee professional working group regarding remaining sale issues (0.3); email correspondence with Nathan Gimpel regarding same (0.2).	0.50	287.50
09/20/2020	MAB	Draft objection to sale motion (3.9).	3.90	2,242.50
09/21/2020	EBV	Strategy conference with Michael Brandess regarding draft objection to sale/APA (0.2); review and analysis of case law rejecting debtor's business judgement in connection with proposed 363 sale (1.1); attention to and analysis regarding responses from secured creditor regarding UCC demands in lieu of objection to sale (0.9).	2.20	1,441.00
	MAB	Draft objection to sale motion (5.8); telephone conference with Nathan Gimpel regarding same (0.2); strategy conference with committee professional working group regarding same (0.6 - N/C).	6.00	3,450.00
09/22/2020	EBV	Sale objection discussions with Paul Hage and Michael Brandess (0.7); review revised draft sale objection (0.6).	1.30	851.50
	MAB	Draft objection to sale motion (7.1).	7.10	4,082.50
09/23/2020	EBV	Review and revise committee objection to stalking horse sale motion (3.3) various multiple calls and emails with Michael Brandess and Paul Hage regarding same (1.6); review UST objection to sale motion (0.5).	5.40	3,537.00
	MAB	Review revisions to draft sale objection (0.3); strategy conference with committee professionals regarding same (1.6 - N/C); research case law relevant to same (1.4); revise objection (3.2).	4.90	2,817.50
09/24/2020	EBV	Prepare for upcoming contested sale hearing (3.7); call with debtors' counsel re same (0.3).	4.00	2,620.00
	MAB	Email correspondence and telephone conference with John Lucas regarding objection (0.4); strategy conference with committee professionals regarding same (0.3); prepare for sale hearing including preparation of argument outline (1.6); telephone conference with Jason Torf regarding sale (0.4); review and summarize response to committee objection (0.8).	3.50	2,012.50
09/25/2020	EBV	Prepare for contested sale hearing (3.2); attend and argue at sale hearing and continued sale hearing (3.1); attend mediation on sale objections (6.4); strategy conference with Paul Hage regarding next steps for analysis regarding potential settlement in light of mediation discussions (0.3).	13.00	8,515.00
	MAB	Prepare for sale hearing with committee professionals (0.8); multiple strategy conferences with committee professionals regarding mediation (2.4); Participate in sale hearing (3.2 - N/C).	3.20	1,840.00

Asset Sales

			Hours	
09/26/2020	EBV	Multiple various communications between committee professionals regarding potential for settlement with lenders regarding terms of proposed sale (2.2).	2.20	1,441.00
	MAB	Telephone conference with John Lucas regarding sale status (0.3); multiple strategy conferences with committee professionals regarding same (1.3 - N/C).	0.30	172.50
09/27/2020	MAB	Multiple strategy conferences with committee professionals regarding sale and potential settlement (1.2); email correspondence with Judge Gregg regarding same (0.2).	1.40	805.00
	EBV	Ongoing strategy communications with Committee professionals regarding budget issues and sale negotiations (1.4).	1.40	917.00
	MAB	Multiple telephone conferences with committee professionals regarding sale objection and go-forward approach (0.6); revise term sheet (0.3); multiple telephone conferences with James Morden regarding winddown budget (0.7); review draft budget regarding same (0.4); telephone conference with Judge Gregg and committee professionals regarding potential settlement of sale objection (0.4); telephone conference with John Lucas regarding same (0.3).	2.70	1,552.50
09/28/2020	EBV	Continued mediation by telephone with Judge Gregg and committee counsel (0.5); ongoing communications with committee professionals regarding sale objection negotiations (0.7); review scheduling order for upcoming evidentiary sale hearing (0.2); review revised term sheet for settlement proposal (0.2).	1.60	1,048.00
09/29/2020	MAB	Strategy conference with committee professionals regarding sale objection (0.5); telephone conference with debtors' professionals regarding same (0.4); email correspondence with Judge Gregg regarding same (0.4); draft sale hearing witness list (0.4); Multiple telephone conferences with James Morden regarding winddown budget (0.8 - N/C).	1.70	977.50
	EBV	Detailed review and analysis of proposed amended sale order (1.6); amended winddown budget review and analysis (0.2); strategy conference with Paul Hage regarding budget and revised settlement proposal term sheet (0.5); conference call with Committee and Debtors' professionals to discuss revised, agreed winddown budget (1.2); follow up call with Paul Hage regarding same (0.4); multiple ongoing emails with various case professionals and Judge Gregg regarding continued sale objection settlement negotiations (0.4); review draft witness list for continued sale hearing (0.2).	4.50	2,947.50
09/30/2020	MAB	Email correspondence with committee professionals regarding witness list and discovery (0.2); email correspondence with James Morden regarding winddown budget (0.1); revise sale order (3.1); multiple strategy conferences with committee professionals regarding same (0.5); multiple telephone conferences with Jason Torf regarding same (0.7); telephone conference and email correspondence with Judge Gregg regarding same (0.3); strategy conference with committee professionals regarding discovery (0.5).	5.50	3,162.50
	EBV	Attention to witness list and other discovery-related gating questions for upcoming continued sale hearing (0.9); multiple telephone calls with Michael Brandess and Paul Hage regarding status of settlement negotiations and sale order revisions and for next steps on timing and scope of potential discovery (1.2); review and revise proposed draft sale order (0.7.)	2.80	1,834.00

Official Committee of Unsecured Creditors

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09/30/2020

Account No: 10836-012

Statement No: 264259

Asset Sales

	<u>Hours</u>	<u>59,111.00</u>
For Current Services Rendered	97.00	
Total Non-billable Hours	0.30	

	Recapitulation		
Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	41.70	\$655.00	\$27,313.50
Michael A. Brandess	55.30	575.00	31,797.50

Total Current Work	59,111.00
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Official Committee of Unsecured Creditors
Barfly Ventures, LLC, et al.
c/o Gordon Food Service, Inc.
Attn: Sharon Murphy, Dir of Credit
Palatine IL 60055

Page: 1
09/30/2020
Account No: 10836-015
Statement No: 264260

Attn: Sharon Murphy, Director of Credit

Litigation & Contested Matters

Fees

			Hours	
09/01/2020	EBV	Email correspondence (0.3) and conference call (0.6) between Committee professionals and Debtors' counsel regarding TRO and adversary complaint; strategy conference with committee professionals regarding same (0.2); continue to review and revise draft TRO (1.1); review and revise draft adversary complaint (2.3); strategy conference with Jeremy Waitzman regarding lease and payment term modification in light of PPP regulations (0.5).	5.00	
09/15/2020	MAB	Email correspondence with John Lucas regarding director and officer insurance (0.2); review copies of same (0.5); email correspondence with Mark Melickian regarding same (0.2).	0.90	
09/16/2020	MSM	Collect and review insurance memoranda on D&O claims (0.6); initial review of Barfly policies (0.5); video conference with Michael Brandess, Elizabeth Vandesteeg, and Paul Hage regarding approach to Sellers claims and insurance policies (0.8).	1.90	
	MAB	Strategy conference with Committee professionals regarding potential claims against Mark Sellers (0.8 - N/C).	0.80	N/C
	EBV	Update from Mark Sellers' 341 meeting and consider D&O insurance implications (0.2); strategy conference with Michael Brandess regarding same (0.2); strategy conference with Michael Brandess, Mark Melickian and Paul Hage regarding sellers claims and insurance policy (0.8).	1.20	
09/17/2020	MAB	Review D&O insurance policies regarding potential causes of action (1.3); telephone conference with Paul Hage regarding same (0.2); email correspondence with professional working group regarding same (0.2).	1.70	
	MSM	Analysis of policies and potential claims against insiders (1.2).	1.20	
	EBV	Ongoing development of strategy regarding potential sellers claims (0.4).	0.40	
09/18/2020	MAB	Strategy conference with committee professional working group regarding director and officer insurance and related implications (0.5).	0.50	
	EBV	Attention to sellers claim and D&O potential coverage/exclusions (0.5).	0.50	

Litigation & Contested Matters

			Hours	
09/19/2020	MSM	Conference call with committee counsel team regarding potential insider claims and insurance coverage (0.4).	0.40	
09/21/2020	MAB	E-mail correspondence with Paul Hage regarding insurance issue (0.2).	0.20	
09/22/2020	EBV	Continued analysis regarding potential D&O insurance coverage (0.4).	0.40	
		For Current Services Rendered	14.30	9,207.50
		Total Non-billable Hours	0.80	
		Total Current Work		9,207.50

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Exhibit E
(October Monthly Fee Statement)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et. al.*,¹

Chapter 11

Case No. 20-01947-jwb

Debtors.

(Jointly Administered)

**MONTHLY FEE STATEMENT OF SUGAR FELSENTAL GRAIS & HELSINGER
LLP FOR COMPENSATION FOR SERVICES RENDERED & REIMBURSEMENT OF
EXPENSES AS COUNSEL TO OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR OCTOBER 2020**

Name of Applicant:	Sugar Felsenthal Grais & Helsinger LLP
Authorized to provide services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	August 10, 2020 (retroactive to June 25)
Period for which compensation is sought:	October 2020
Amount of compensation sought as actual, reasonable, and necessary:	\$24,600.00 ² 80% = \$19,680 20% = \$4,920.00
Amount of expense reimbursement sought:	\$0.00
Total interim request:	\$19,680.00

¹ The Debtors are: Barfly Ventures, LLC, (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC, (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat- GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and TikiCat)(6242), HopCat Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat- Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat- Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House LLC and McFadden's Restaurant Saloon) (4255).

² Pursuant to the Committee's retention of SFGH, SFGH invoices the Committee at a blended hourly rate of \$500.

Respectfully submitted by,

JAFFE RAIT HEUER & WEISS, P.C.

By: /s/ Paul R. Hage
Paul R. Hage (P70460)
27777 Franklin Road, Suite 2500
Southfield, MI 48034
(248) 351-3000
phage@jaffelaw.com

-and-

**SUGAR FELSENTHAL GRAIS &
HELSINGER, LLP**

Michael A. Brandess
30 N. LaSalle Street, Suite 3000
Chicago, IL 60602
(312) 704-9400
mbrandess@sfggh.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et al.*

Dated: November 11, 2020

SUGAR FELSENTAL GRAIS & HELSINGER LLP

30 N. LaSalle Street

Suite 3000

Chicago, IL 60602

(312)704-9400

Official Committee of Unsecured Creditors
 Barfly Ventures, LLC, et al.
 c/o Gordon Food Service, Inc.
 Attn: Sharon Murphy, Dir of Credit
 Palatine IL 60055

Page: 10/31/2020
 Account No: 10836-00
 Statement No: 26567

Attn: Sharon Murphy, Director of Credit

General Case Administration

Fees

			Hours	
10/01/2020	MAB	Email correspondence with John Lucas regarding D&O insurance coverage (0.1); review proposal regarding same (0.3); email correspondence with John Lucas regarding amendment to D&O coverage (0.2).	0.60	345.0
10/05/2020	MSM	Telephone call with Michael Brandess regarding Committee matters and case status (0.2).	0.20	137.0
	MAB	Strategy conference with Mark Melickian regarding case status (0.2 - N/C)	0.20	N/A
10/13/2020	JRO	Strategy conference with Michael Brandess regarding Sellers hearing (0.3).	0.30	160.5
	MAB	Strategy conference with Paul Hage regarding Mark Sellers' bankruptcy (0.4); e-mail correspondence and telephone conference with Jack O'Connor regarding same (0.3); strategy conference with Elizabeth Vandesteeg regarding same (0.2)	0.90	517.5
	EBV	Strategy conference with Michael Brandess regarding Mark Sellers issues (0.2).	0.20	131.0
10/14/2020	JRO	Email correspondence with local counsel regarding pro hac vice application and sellers appearance (0.2); review order setting 10/15 status conference for Sellers Sub-V case (0.2); prepare for 10/15 Sellers hearing (0.3).	0.70	374.5
10/15/2020	JRO	Prepare for (0.2) and attend (0.3) sellers Sub-V status hearing.	0.50	267.5
10/16/2020	MAB	Draft strategy email to Paul Hage regarding case closing administrative steps (0.3).	0.30	172.5
10/26/2020	MAB	Telephone conference and email correspondence with Paul Hage regarding conversion (0.3); telephone conference with Jason Torf regarding same (0.3).	0.60	345.0
10/29/2020	MAB	Draft declaration of creditors in support of appointment of chapter 7 trustee (1.4); email Paul Hage regarding same (0.3); telephone conference with Paul Hage regarding multiple open issues (0.3).	2.00	1,150.0
10/30/2020	MAB	Review Authentiki bankruptcy petition and email correspondence to committee regarding same (0.4).	0.40	230.0
		For Current Services Rendered	6.70	3,830.5

Official Committee of Unsecured Creditors

General Case Administration

Account No:
Statement No:Page: 7
10/31/2020
10836-00
265670

Total Non-billable Hours			Hours
			0.20
Recapitulation			
Timekeeper	Hours	Rate	Total
Mark S. Melickian	0.20	\$685.00	\$137.00
Elizabeth B. Vandesteeg	0.20	655.00	131.00
Michael A. Brandess	4.80	575.00	2,760.00
John R. O'Connor	1.50	535.00	802.50

Total Current Work	3,830.50
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Page: 10/31/2020
 Account No: 10836-00
 Statement No: 26567

Attn: Sharon Murphy, Director of Credit

Employment & Fee Applications - SFGH

Fees

			Hours	
10/05/2020	MAB	Draft monthly fee statement (1.2).	1.20	690.00
10/07/2020	JRO	Continue drafting SFGH final fee application (1.0).	1.00	535.00
10/13/2020	JRO	Draft final fee application (1.8)	1.80	963.00
10/14/2020	JRO	Further revise SFGH final fee application (0.3); email correspondence to local counsel attaching same for use as template (0.2).	0.50	267.50
		For Current Services Rendered	4.50	2,455.50

Recapitulation

	Hours	Rate	Total
Timekeeper			
Michael A. Brandess	1.20	\$575.00	\$690.00
John R. O'Connor	3.30	535.00	1,765.50

MAB/MSM/EBV/JPF/JRO

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 Account No: 10836-00
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Attn: Sharon Murphy, Director of Credit

Employment & Fee Application - other professionals

Fees

				Hours	
10/29/2020	MAB	Email correspondence and telephone conference with John Lucas regarding Mastodon fee application (0.2).		0.20	115.00
		For Current Services Rendered		0.20	115.00
		Recapitulation			
	Timekeeper		Hours	Rate	Total
	Michael A. Brandess		0.20	\$575.00	\$115.00
		Total Current Work			115.00

MAB/MSM/EBV/JPF/JRO

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Attn: Sharon Murphy, Director of Credit

Executory Contracts & Unexpired Leases

Fees

			Hours	
10/11/2020	MAB	Telephone conference with Jason Torf regarding food service contract (0.3).	0.30	
10/16/2020	MAB	Multiple email correspondence and telephone conference with Mark Rogers regarding NCR cure claim and executory contract (0.7).	0.70	
		For Current Services Rendered	1.00	575.00
		Total Current Work		575.00
		Balance Due		<u>\$575.00</u>

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 Account No: 10836-01
 Statement No: 26567

Attn: Sharon Murphy, Director of Credit

Committee Meetings & Governance

Fees

			Hours	
10/06/2020	MAB	Participate in committee call (0.5); email correspondence with Paul Hage regarding same (0.2).	0.70	402.50
10/15/2020	MAB	Email memorandum to committee regarding sale and case update (0.4); multiple email follow ups with committee members regarding same (0.5).	0.90	517.50
10/20/2020	MAB	Draft sale update for committee (0.4).	0.40	230.00
		For Current Services Rendered	2.00	1,150.00

Recapitulation

Timekeeper	Hours	Rate	Total
Michael A. Brandess	2.00	\$575.00	\$1,150.00

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 10/31/2020
 Account No: 10836-01;
 Statement No: 26567

Attn: Sharon Murphy, Director of Credit

Asset Sales

Fees

Hours

10/01/2020	MAB	Email correspondence with John Lucas regarding witness list (0.2); review lender revisions to term sheet (0.4); multiple telephone conferences with Judge Gregg regarding same (0.6); multiple strategy conferences with committee professionals regarding same (1.7); email lender counter-proposal to committee chair (0.2); revise term sheet (0.9); email correspondence with committee chair regarding same (0.2); telephone conference with James Morden regarding winddown budget (0.6).	3.90	2,242.50
	EBV	Attention to settlement counter offer from lenders (0.8); multiple communications with multiple committee professionals regarding same (2.7); multiple calls with Judge Gregg and committee professionals regarding ongoing sale hearing settlement negotiations (1.9).	5.40	3,537.00
10/02/2020	MAB	Multiple email correspondences and telephone conferences with case professionals regarding sale settlement (3.2); telephone conference and multiple e-mail correspondences with committee regarding same (0.9); multiple telephone conferences with Judge Gregg regarding same (0.4); participate in hearing regarding same (0.6).	3.10	1,782.50
	EBV	Multiple ongoing communications with committee professionals regarding settlement negotiations (0.8); call with John Lucas regarding settlement status (0.3); continued sale hearing (0.6).	1.70	1,113.50
10/06/2020	EBV	Strategy conference with Michael Brandess regarding TSA and closing issues (0.2); communications with debtors counsel regarding amended sale order (0.2).	0.40	262.00
	MAB	Revise sale order (1.3); strategy conference with Elizabeth Vandesteeg regarding same (0.2 - N/C)	1.30	747.50
10/07/2020	MAB	Further revise sale order (0.7).	0.70	402.50
	EBV	Review and edit sale order (0.9); call with Paul Hage regarding same (0.2).	1.10	720.50
10/09/2020	MAB	Email correspondence with debtors' counsel regarding sale order (0.2); email case professionals regarding liability assumption language (0.3).	0.50	287.50
10/11/2020	MAB	Review and revise sale order (1.4); strategy conference with committee professionals regarding same (0.4); email correspondence with debtors'		

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Asset Sales

		counsel regarding same (0.2).	Hours 2.00	1,150.00
	EBV	Review and revise lender edits to sale order; communications with Paul Hage and Michael Brandess regarding same (1.1).	1.10	720.50
10/12/2020	MAB	Multiple strategy conferences and email correspondence with committee professionals regarding revisions to sale order (0.6); multiple email correspondence with debtors' professionals regarding same (0.3); email correspondence with lenders' counsel regarding same (0.2); telephone conference with Jason Rosell regarding same (0.5); revise sale order and multiple strategy conferences and email correspondence with estate and lenders' professionals regarding same (2.7).	4.30	2,472.50
	EBV	Multiple calls and emails with Michael Brandess and Paul Hage regarding edits to sale order (0.6); review revised sale order and list of transferred/remaining causes of action (0.6).	1.20	786.00
10/13/2020	MAB	Participate in sale hearing (1.2); strategy conference with professional working group regarding same (0.4); review revised sale order and e-mail correspondence with Jason Rosell regarding same (0.5).	2.10	1,207.50
10/14/2020	MAB	Review revised sale order and email correspondence with Jason Rosell regarding same (0.3).	0.30	172.50
10/16/2020	MAB	Telephone conference with John Lucas regarding status of closing (0.3); email correspondence with Paul Hage regarding same (0.2).	0.50	287.50
10/19/2020	MAB	Review revisions to sale order (0.6); email correspondence and telephone conference with Jason Rosell regarding same (0.3).	0.90	517.50
10/20/2020	MAB	Review amended sale order (0.7); email correspondence with Jason Rosell regarding same (0.2).	0.90	517.50
10/21/2020	MAB	Review and compare revised sale order to previous version (0.6); email correspondence with committee regarding same (0.3).	0.90	517.50
10/25/2020	MAB	Email correspondence with debtors' professionals regarding status of sale closing (0.2).	0.20	115.00
10/26/2020	MAB	Multiple telephone conferences and email correspondence with Committee professionals regarding sale closing (1.9); multiple telephone conferences with Jason Rosell and John Lucas regarding same (0.4).	2.30	1,322.50
		For Current Services Rendered	34.80	20,882.00

Recapitulation

Timekeeper	Hours	Rate	Total
Elizabeth B. Vandesteeg	10.90	\$655.00	\$7,139.50
Michael A. Brandess	23.90	575.00	13,742.50

Exhibit F
(Proposed Order)

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,⁴
Debtors.

Chapter 11
Case No. 20-01947-jwb
Hon. James W. Boyd
Jointly Administered

**ORDER APPROVING FIRST APPLICATION OF SUGAR FELSENTHAL GRAIS &
HELSEINGER LLP FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter having come before the Court on the *First Application of Sugar Felsenthal Grais & Helsinger, LLP for Compensation & Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors* (the “Application”)⁵ wherein Sugar Felsenthal Grais & Helsinger, LLP (“SFGH”) sought allowance of an administrative expense for fees and expenses incurred as counsel to the Committee during the Application Period; notice of the Application being sufficient and consistent with Compensation Order; and no objections to the Application having been filed:

IT IS HEREBY ORDERED:

1. The Application is granted.

⁴ The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

⁵ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Application.

2. SFGH is granted an allowed administrative expense under section 503(b)(2) for professional fees and expenses incurred during the Application Period in the amount of \$258,185.00.

3. The Debtors are authorized and directed to promptly pay to SFGH the outstanding balance of the fees and expenses allowed under this Order, in the amount of \$51,630.00.

4. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

END OF ORDER

Order prepared and submitted by:

JAFFE RAITT HEUER & WEISS, P.C.
Paul R. Hage (P70460)
27777 Franklin, Suite 2500
Southfield, Michigan 48034
Phone: (248) 351-3000
phage@jaffelaw.com

*Counsel for the Official Committee of Unsecured
Creditors of Barfly Ventures, LLC et. al.*